

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

Hearing Date: September 11, 2013
Hearing Time: 10:00 a.m.

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	:	
In re	:	Chapter 11
	:	
RESIDENTIAL CAPITAL, LLC,	:	Case No. 12-12020 (MG)
	:	
Debtors.	:	Jointly Administered
	:	
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**OMNIBUS OBJECTION OF THE UNITED STATES TRUSTEE
REGARDING FEE APPLICATIONS FOR THIRD
INTERIM AWARDS OF COMPENSATION AND
REIMBURSEMENT OF OUT-OF-POCKET EXPENSES**

TRACY HOPE DAVIS
UNITED STATES TRUSTEE

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TO: THE HONORABLE MARTIN GLENN,
UNITED STATES BANKRUPTCY JUDGE:

Tracy Hope Davis, the United States Trustee for Region 2 (the “United States Trustee”), respectfully submits this omnibus objection (the “Objection”) to the third interim fee applications (the “Applications”) of the retained professionals (the “Retained Professionals”) seeking awards of interim compensation and reimbursement of out-of-pocket expenses for the periods set forth below (the “Fee Period”):¹

Name	Retained As	Period	Fees	Expenses
Bradley Arant Boult Cummings LLP (“Bradley Arant”), ECF Doc. No. 4513.	Debtors’ Special Litigation and Compliance Counsel	1/1/2013 to 4/30/13	\$2,416,978.11	\$144,016.28
Carpenter Lipps & Leland LLP (“Carpenter Lipps”), ECF Doc. No. 4557.	Debtors’ Special Litigation Counsel	1/1/2013 to 4/30/13	\$1,659,806.00	\$977,371.77
Centerview Partners LLC (“Centerview”), ECF Doc. No. 4528.	Debtors’ Investment Banker	1/1/2013 to 4/30/13	\$1,200,000.00	\$12,630.14
Curtis, Mallet-Prevost, Colt & Mosle LLP (“Curtis Mallet”), ECF Doc. No. 4532.	Debtors’ Conflicts Counsel	1/1/2013 to 4/30/13	\$1,480,650.00	\$3,085.90
Deloitte & Touche LLP (“Deloitte”), ECF Doc. No. 4511.	Debtors’ Independent Auditor	1/1/2013 to 4/30/13	\$2,984,455.50	\$0
Dorsey & Whitney LLP, ECF Doc. No. 4420.	Debtors’ Special Securitization and Investigatory Counsel	1/1/2013 to 4/30/13	\$88,902.90	\$288.00

¹ The United States Trustee has no objection to the following fee applications for this Fee Period: Analytic Focus, LLC, ECF Doc. No. 4571; Coherent Economics, LLC, ECF Doc. No. 4570; Dorsey & Whitney LLP, ECF Doc. No. 4420; Ernst & Young, LLP, ECF Doc. No. 4526; Arthur J. Gonzalez, ECF Doc. No. 4566; JF Morrow, ECF Doc. No. 4569; KPMG LLP, ECF Doc. No. 4512; Leonard, Street and Deinard P.A., ECF Doc. No. 4559; Locke Lord LLP, ECF Doc. No. 4507; Rubenstein Associates, Inc., ECF Doc. No. 4523; Towers Watson Delaware Inc., ECF Doc. No. 4455; and Wilmer Cutler Pickering Hale and Dorr LLP, ECF Doc. No. 4537. The United States Trustee reserves the right, however, to raise issues with respect to the fees and expenses of the above professionals at the hearing on the final fee applications.

Ernst & Young, LLP, ECF Doc. No. 4526.	Debtors' Tax Advisor	10/1/12 to 4/30/13	\$98,380.00	\$229.41
FTI Consulting, Inc. ("FTI"), ECF Doc. No. 4542.	Debtors' Financial Advisor	1/1/2013 to 4/30/13	\$5,501,118.50	\$227,254.30
Hudson Cook LLP ("Hudson Cook"), ECF Doc. No. 4520.	Debtors' Special Counsel	1/1/2013 to 4/30/13	\$873,570.50	\$15,408.57
KPMG LLP, ECF Doc. No. 4512.	Debtors' Tax Compliance Professionals and Information Technology Advisors	1/1/2013 to 4/30/13	\$290,753.90	\$60.00
Locke Lord LLP, ECF Doc. No. 4507.	Debtors' Litigation Counsel	1/1/2013 to 4/30/13	\$259,725.40	\$2,788.67
Mercer (US) Inc. ("Mercer"), ECF Doc. No. 4558.	Debtors' Compensation Consultant	1/1/2013 to 4/30/13	\$135,661.17	\$14,951.86
Morrison Cohen LLP ("Morrison Cohen"), ECF Doc. No. 4527.	Attorneys for the Independent Directors	1/1/2013 to 4/30/13	\$1,318,943.00	\$42,792.26
Morrison & Foerster LLP ("Morrison Foerster"), ECF Doc. No. 4551.	Debtors' Bankruptcy Counsel	1/1/2013 to 4/30/13	\$22,790,342.60	\$350,910.44
Orrick, Herrington & Sutcliffe LLP ("Orrick"), ECF Doc. No. 4529.	Debtors' Special Securitization Transactional and Litigation Counsel	1/1/2013 to 4/30/13	\$241,619.73	\$558.40
Pepper Hamilton LLP ("Pepper Hamilton"), ECF Doc. No. 4521.	Debtors' Special Foreclosure Review Counsel	1/1/2013 to 4/30/13	\$1,919,909.50	\$24,752.12
Perkins Coie LLP ("Perkins Coie"), ECF No. 4533.	Debtors' Special Insurance Coverage Counsel	3/20/13 to 4/30/13	\$441,806.00	\$795.62
Rubenstein Associates, Inc. ("Rubenstein"), ECF Doc. No. 4523.	Debtors' Communications Consultant	1/1/2013 to 4/30/13	\$2,317.50	\$2,749.75

Severson & Werson, P.C. ("Severson"), ECF Doc. No. 4458.	Debtors' Special California Litigation Counsel	1/1/2013 to 4/30/13	\$513,814.80	\$44,994.41
Towers Watson Delaware Inc., ECF Doc. No. 4455.	Debtors' Human Resource Consultant	1/1/2013 to 4/30/13	\$7,308.10	\$0.00
Troutman Sanders LLP, ECF Doc. No. 4547. ²	Debtors' Ordinary Course Professional	1/1/2013 to 4/30/13	\$333,753.00	\$4,115.63
AlixPartners, LLP ("AlixPartners"), ECF Doc. No. 4563.	Committee's Financial Advisor	1/1/2013 to 4/30/13	\$4,379,636.25	\$22,586.38
Analytic Focus, LLC, ECF Doc. No. 4571.	Committee's Consultant	1/1/2013 to 4/30/13	\$14,135.00	\$138.93
Coherent Economics, LLC, ECF Doc. No. 4570.	Committee's Consultant	1/1/2013 to 4/30/13	\$133,247.00	\$3,601.98
Epiq Bankruptcy Solutions, LLC ("Epiq"), ECF Doc. No. 4561.	Committee's Information Agent	1/1/2013 to 4/30/13	\$39,644.20	\$15,647.79
JF Morrow, ECF Doc. No. 4569.	Committee's Consultant	1/1/2013 to 4/30/13	\$107,400.00	\$0.00
Kramer Levin Naftalis & Frankel LLP ("Kramer Levin"), ECF Doc. No. 3211.	Committee's Bankruptcy Counsel	1/1/2013 to 4/30/13	\$15,197,547.00	\$806,168.59
Moelis & Company LLC, ECF Doc. No. 4564. ³	Committee's Investment Banker	1/1/2013 to 4/30/13	\$2,100,000.00	\$15,805.11
Pachulski Stang Ziehl & Jones LLP ("Pachulski Stang"), ECF Doc. No. 4534.	Committee's Co-Counsel	1/1/2013 to 4/30/13	\$349,099.50	\$13,706.60
San Marino Business Partners LLC ("San Marino"), ECF Doc. No. 4572.	Committee's Consultant	1/1/2013 to 4/30/13	\$43,342.50	\$73.32

² Prior to the filing of this Objection, Troutman Sanders LLP contacted the United States Trustee and voluntarily agreed to reduce its fees by \$949.00 for the use of transitory timekeepers.

³ Prior to the filing of this Objection, at the request of the United States Trustee, Moelis & Company, LLC reduced its expense reimbursement by \$344.32 for photocopies charged at \$.20 per copy in January 2013.

SilvermanAcampora LLP (“Silverman”), ECF Docket No. 4538.	Committee’s Special Counsel	1/1/2013 to 4/30/13	\$315,950.00	\$1,613.51
Wilmer Cutler Pickering Hale and Dorr LLP, ECF Doc. No. 4537.	Committee’s Special Regulatory Counsel	12/12/12 to 4/3/13	\$504,670.50	\$2,231.33
Arthur J. Gonzalez, ECF Doc. No. 4566.	Examiner	1/1/2013 to 4/30/13	\$321,975.00	\$0.00
Chadbourne & Parke LLP (“Chadbourne”), ECF Doc. No. 4565.	Examiner’s Counsel	1/1/2013 to 4/30/13	\$23,771,407.75	\$1,528,915.11
Leonard, Street and Deinard P.A., ECF Doc. No. 4559.	Examiner’s Special Minnesota Counsel	4/15/13 to 4/30/13	\$88,103.00	\$2,345.00
Mesirow Financial Consulting, LLC (“Mesirow”), ECF Doc. No. 4562.	Examiner’s Financial Advisor	1/1/2013 to 4/30/13	\$23,210,644.00	\$299,682.00
Wolf Halderstein Adler Freeman & Herz LLP (“Wolf Haldenstein”), ECF Doc. No. 4560.	Examiner’s Conflicts Counsel	1/1/2013 to 4/30/13	\$77,787.00	\$1,623.06
Total			\$115,214,404.91	\$4,583,892.24

The United States Trustee submits this Objection to the Applications in the amounts sought for the reasons set forth below.⁴

I. JURISDICTION, VENUE, AND STATUTORY PREDICATE

1. The Court has jurisdiction over these matters pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. § 1408.

2. The statutory predicates are Sections 330 and 331 of title 11, of the United States Code (the “Bankruptcy Code”). These matters were initiated pursuant to Rule 2016 of the

⁴ Counsel to the United States Trustee will confer with any applicant that seeks to resolve the objections prior to the September 11, 2013 hearing.

Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “General Order M-447”), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 (the “UST Guidelines,” together with General Order M-447, the “Guidelines”).

II. FACTUAL BACKGROUND

A. General Background

3. On May 14, 2012, Residential Capital, LLC and certain of its direct and indirect subsidiaries (collectively, the “Debtors”) each filed petitions for relief under Chapter 11 of the Bankruptcy Code. ECF Doc. No. 1.

4. On May 16, 2012, pursuant to Section 1102 of the Bankruptcy Code, the United States Trustee appointed an Official Committee of Unsecured Creditors (the “Committee”) in these cases. ECF Doc. No. 102.

5. On July 3, 2012, the Court entered an order approving the United States Trustee’s appointment of Arthur J. Gonzalez, Esq. as the Chapter 11 Examiner in these cases. ECF Doc. No. 674.

6. On August 23, 2013, the Court entered an order approving the Disclosure Statement. ECF Doc. No. 4809. The hearing on the Plan of Reorganization is scheduled for November 19, 2013.

7. The Debtors currently are operating their businesses and managing their affairs pursuant to Sections 1107 and 1108 of the Bankruptcy Code.

8. As of the date hereof, the Debtors are current with the filing of their monthly operating reports and the payment of their United States Trustee Quarterly Fees.

B. Monthly Compensation and Ordinary Course Professional Orders

9. By Order entered July 17, 2012, the Court approved procedures for monthly compensation and reimbursement of out-of-pocket expenses (the “Monthly Compensation Order”). ECF Doc. No. 797. Under the Monthly Compensation Order, the Retained Professionals may be paid 80% of fees incurred and 100% of expenses on a monthly basis. Id.

10. By Order entered on July 17, 2012, the Court approved procedures for the employment of professionals utilized in the ordinary course (the “OCP Order”). ECF Doc. No. 799. On February 7, 2013, the Court approved amended procedures under the OCP Order, which do not require an ordinary course professional to file a fee application provided that the professional’s compensation does not exceed \$75,000 per month or \$1 million during the pendency of the case. ECF Doc. No. 2858.

C. Previous Fee and Expense Awards

11. On December 28, 2012, the Court approved the first interim fees of the Retained Professionals for the period of May 14, 2012 to August 31, 2012. ECF Doc. No. 2530. After reductions requested by the United States Trustee, the Court allowed combined fees of \$53,745,185.05 and combined expenses of \$2,163,072.16. Id.

12. On April 29, 2013, the Court approved the second interim fees of the Retained Professionals for the period of September 1, 2012 to December 31, 2012. ECF Doc. No. 3556. After reductions requested by the United States Trustee, the Court allowed combined fees of \$96,232,017.38 and combined expenses of \$3,402,568.01. Id.

13. If the Court awards the full fees and expenses of the Retained Professionals for the Third Interim Fee Period, the fees and expenses from May 14, 2012 to April 30, 2013 of these cases total \$275,341,139.75.

III. LEGAL STANDARDS

A. Reasonableness

14. Bankruptcy Code Section 330(a)(1) provides that:

After notice to the parties in interest and the United States trustee and a hearing, and subject to sections 326, 328, and 329, the court may award to a trustee . . . an examiner . . . or a professional person employed under section 327 or 1103 –

- (A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, . . . professional person, or attorney and by any paraprofessional person employed by any such person; and
- (B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1)(A) and (B).

15. To determine reasonableness, Section 330(a)(3) instructs that:

the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- a. the time spent on such services;
- b. the rates charged for such services;
- c. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- d. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- e. with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and

- f. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3). To determine “reasonable compensation,” bankruptcy courts in this district are guided by, among other things, the Guidelines. See In re Value City Holdings, Inc., 436 B.R. 300, 305 (Bankr. S.D.N.Y. 2010) (“In addition to conforming to the requirements of the Bankruptcy Code, requests for professional compensation must also conform with the Bankruptcy Rules, UST Fee Guidelines and the SDNY Guidelines.”) (footnotes omitted); In re Brous, 370 B.R. 563, 569, n.8. (Bankr. S.D.N.Y. 2007) (adopting the UST Guidelines).

16. Section 330 requires the applicant to establish both reasonableness and benefit to the estate from the professional’s services. In re Lederman Enter., Inc., 997 F.2d 1321, 1323 (10th Cir. 1993). To be compensable, the professional’s services must have been necessary and beneficial to the estate or its creditors. In re Engel, 124 F.3d 567, 573 (3d Cir. 1997).

17. Each applicant bears the burden of proving the reasonableness of its fees and expenses sought. Zeisler & Zeisler, P.C. v. Prudential Ins. Co. (In re JLM, Inc.), 210 B.R. 19, 24 (2d Cir. B.A.P. 1997); Value City, 436 B.R. at 305; In re CCT Commc’ns, Inc., No. 07–10210 (SMB), 2010 WL 3386947, at *4 (Bankr. S.D.N.Y. Aug. 24, 2010); In re Northwest Airlines Corp., 382 B.R. 632, 645 (Bankr. S.D.N.Y. 2008) (citations omitted); In re Keene Corp., 205 B.R. 690, 695 (Bankr. S.D.N.Y. 1997). To satisfy its burden, an applicant must justify its charges with detailed, specific, itemized documentation. In re Baker, 374 B.R. 489, 494 (Bankr. E.D.N.Y. 2007); In re Bennett Funding Group, 213 B.R. 234, 244 (Bankr. N.D.N.Y. 1997).

18. If an applicant fails to sustain its burden on reasonableness, a court may properly deny the application for compensation. In re Beverly Mfg. Corp., 841 F.2d 365, 371 (11th Cir. 1988). Similarly, a court may reduce a professional’s fees or expenses when they are

disproportionate to the benefit to the estate, even if it already has approved the professional's retention under Sections 327 and 328 of the Bankruptcy Code. In re Taxman Clothing Co., 49 F.3d 310, 316 (7th Cir. 1995); Zolfo, Cooper & Co. v. Sunbeam-Oster Co., Inc., 50 F.3d 253, 262–63 (3d Cir. 1995) (affirming lower court's denial of improperly documented and inadequately detailed expenses).

19. The Court has an independent burden to review fee applications “lest overreaching . . . professionals drain [the estate] of wealth which by right should inure to the benefit of unsecured creditors.” Keene Corp., 205 B.R. at 695 (quoting In re Busy Beaver Bldg. Ctrs., Inc., 19 F.3d 833, 844 (3d Cir. 1994)); CCT, 2010 WL 3386947, at *4; Value City, 436 B.R. at 305. Accordingly, courts serve a vitally important gate-keeping role in enforcing the Code's requirements that only reasonable fees be approved and paid as well as maintaining public confidence in the bankruptcy system itself. In re Temple Retirement Cmty., Inc., 97 B.R. 333, 337 (Bankr. W.D. Tex. 1989). “[T]he judiciary should retain control of fees, given the sensitivities they generate and the need to promote public confidence in the system.” In re Child World, Inc., 185 B.R. 14, 17 (Bankr. S.D.N.Y. 1995).

B. Vague Time Entries

20. In addition, time entries may not be vague. The Retained Professionals have the burden of proving the reasonableness of their fee requests; accordingly, they must provide specific and detailed time records. To that end, the UST Guidelines require:

Time entries for telephone calls, letters, and other communications should give sufficient detail to identify the parties to and the nature of the communication. Time entries for court hearings and conferences should identify the subject of the hearing or conference.

See UST Guidelines at (b)(4)(v).

21. In order to enable the Court to determine whether a professional's time spent on a task is reasonable, time entries must be specific and the records must clearly identify each discrete task billed. Baker, 374 B.R. at 495 ("The records must be detailed enough to enable a Court to determine whether the attorneys are claiming compensation for hours that are 'redundant, excessive, or otherwise unnecessary.'"); see also Bennett Funding, 213 B.R. at 244 ("In cases where the time entry is too vague or insufficient to allow for a fair evaluation of the work done and the reasonableness and necessity for such work, the court should disallow compensation for such services."). Such vague entries "make a fair evaluation of the work done and the reasonableness and necessity for the work extremely difficult, if not impossible." In re Hudson, 364 B.R. 875, 880 (Bankr. N.D.N.Y. 2007).

22. Instead of embarking on a treasure hunt to determine what services were performed on a specific date, the time entries submitted should allow the Court and a reviewer to determine "the legal issues involved, the difficulties of the issues, and the resolution or results obtained." Id. References to telephone calls that do not make clear who the call was with or the subject matter discussed, preparation of memoranda of law that do not indicate the legal issues involved, email communications without a description of the substance of the communications and the recipients of such communications, and the review of documents without providing a description of the document reviewed are all examples of vague time entries that make a fair evaluation of the work done and its reasonableness impossible. See id.; CCT, 2010 WL 3386947, at *7 (disallowing time entries referring to telephone calls and emails without identifying the subject matter of the call or email, referring to preparation of draft letters without identifying the subject matter, and referring to vague description such as "work on fee application" or "attention to Vlahos's request"); In re Fibermark, Inc., 349 B.R. 385, 396–97

(Bankr. D. Vt. 2006); In re Hirsch, No. 1–02–17966–DEM, 2008 WL 5234057, at *7 (Bankr. E.D.N.Y. Dec. 11, 2009) (“Entries that contain such vague characterization of the services performed as ‘meeting with,’ ‘conversations with,’ ‘review materials or docket,’ and ‘draft correspondence to’ fail to adequately describe the services provided and are routinely disallowed.”).

C. Overhead and Other Administrative Activities

23. When determining whether requested fees are reasonable, courts consider, among other things, the professional’s expertise or skills. See, e.g., Fibermark, 349 B.R. at 396–97 (“The Court specifically considers where the task at hand could have been performed competently by a less experienced professional at a lower cost to the estate. Whether it is reasonable for a certain professional to complete a task is to be determined by the level and skill reasonably required for the task.”).

24. Accordingly, many courts have taken the position that tasks that are clerical in nature and that are appropriate for office staff, which is considered part of a professional’s overhead, may not be billed to the estate. Id. (concluding that non-compensable administrative activities include tasks such as “mailing or delivering papers; photocopying; word processing, including but not limited to creating templates, adding pages to various stipulations, formatting, creating spreadsheets, scanning and saving files into the firm’s computer system, creating and revising charts, inserting case numbers into orders and printing documents; organizing files; maintaining an internal calendar; checking for docket updates; updating a master service list; creating, organizing, and indexing binders; pulling precedent pleadings requested by an attorney; and making travel arrangements”); see also In re Tan, Lie Hung & Mountain States Investments, LLC, 413 B.R. 851, 862 (Bankr. D. Or. 2009) (holding that reductions were warranted in

compensation sought by Chapter 11 trustee's attorneys based upon their improper billing, at paralegal rates, for clerical tasks such as compiling and processing data for the electronic filing of various motions and other documents); Hudson, 364 B.R. at 881 (holding that photocopying, organizing documents, and assembling exhibits constituted clerical tasks included in the firm's overhead); In re Dimas, LLC, 357 B.R. 563, 577 (Bankr. N.D. Cal. 2006) (disallowing services performed by professionals which were clerical in nature, such as indexing, organizing and copying documents, conducting PACER searches to locate an order or other pleading, uploading pleadings to CM-ECF, and filing pleadings); In re Market Resources Dev., 320 B.R. 841, 846 (Bankr. E.D. Va. 2004) (concluding that tasks such as sending documents, delivering documents, printing, and copying were non-compensable overhead); In re Joseph Charles & Assocs., Inc., 295 B.R. 399, 401 (Bankr. S.D. Fla. 2003) (holding that a paraprofessional's serving and filing of an objection fell within the purview of clerical duties which were non-compensable); In re Castorena, 270 B.R. 504, 516 (Bankr. D. Idaho 2001) ("Lawyers, or paralegals for that matter, may not charge professional rates for clerical functions.").

25. Word processing is also "a clerical service regardless of who performs it." Bennett Funding, 213 B.R. at 428; UST Guidelines at 4(b)(5)(vii). As an overhead expense, word processing cannot be billed to the client. Moreover, time spent by a firm's library staff is considered overhead. See In re Almacs, Inc., 178 B.R. 598, 606 (Bankr. D. R.I. 1995) (noting that debtor's counsel use of librarian was "overhead" and was not properly charged to the estate); In re First Software Corp., 79 B.R. 108, 123 (Bankr. D. Mass. 1987) (disallowing part of the compensation for research performed by a librarian). A court should therefore deny fees associated with clerical tasks.

D. Preparation of Fee Applications

26. While the United States Trustee acknowledges the allowance of a reasonable amount of time for fee application preparation under the Bankruptcy Code, the fees related to such task should be limited to the preparation of the actual fee application, and should not encompass the review and correction of bills and response to the United States Trustee inquiries or objections raised with respect to the fee applications. Said differently, the Bankruptcy Code does not give professionals carte blanche to charge debtors' estates for unreasonable fees to prepare fee applications. As a court in In re Computer Learning Centers, Inc., held:

[T]his does not mean that every aspect of preparing a fee application is compensable. In re CF & I Fabricators of Utah, Inc., 131 B.R. 474, 483–88 (Bankr. D. Utah 1991) carefully reviews the billing process and analyzes each aspect for purposes of compensation under 11 U.S.C. §330. It holds that those portions of the billing process common to billing both bankruptcy clients and non-bankruptcy clients are not compensable under §330 because they are part of the professional's overhead. They are not separately charged to non-bankruptcy clients and no additional effort is required to complete them for a bankruptcy client. For example, maintaining time records does not require additional effort. Lawyers and accountants maintain the same time records in a non-bankruptcy matter as in bankruptcy matters. Nor do lawyers or accountants charge for preparing their bills. Bills must be prepared in non-bankruptcy matters as well as bankruptcy matters. There may be some additional effort in putting the time records into the format required by the court. For example, the court requires time records to be maintained chronologically by task. While this may sometimes differ from the format of a non-bankruptcy bill, the additional effort is not generally significant if the records are initially properly set-up. Time records are almost universally maintained on computers with software that shows multiple formats, one of which will usually satisfy the bankruptcy requirements. "A computer billing package used by a professional that does not retrieve information in a format compatible with bankruptcy requirements and requires revisions to rectify the inadequacies, is not a deficiency the estate should pay for. This is especially true for professionals who regularly practice in this court and regularly prepare fee applications. Only those aspects of preparing a bankruptcy fee application that require additional-not merely different-efforts are compensable under §330(a)(6).

285 B.R. 191, 219–20 (Bankr. E.D. Va. 2002) (citations omitted); see also In re Mesa Air Group Inc., 449 B.R. 441, 445 (Bankr. S.D.N.Y. 2011) (quoting CCT, 2010 WL 3386947, at *9)

(“[T]he review and editing of time records – as opposed to fee applications – is not compensable.”). Accordingly, billing a debtor’s estate for time spent reviewing the firm’s time entries to ensure compliance with the guidelines imposed by case law, the Court, and the United States Trustee as well as handling administrative matters in connection with billing for the engagement should not be compensable.

E. “Lumping” or Block Billing

27. According to the UST Guidelines, billing records must clearly identify each discrete task billed, indicate the date the task was performed, the precise amount of time spent (not to be billed in increments greater than one-tenth of an hour), who performed the task, the level of experience, and that person’s hourly rate. See UST Guidelines at (b)(4)(v). Moreover, the UST Guidelines provide that “[s]ervices should be noted in detail and not combined or ‘lumped’ together, with each service showing a separate time entry.” Id. The UST Guidelines only permit “lumping” where the aggregate time does not exceed a half-hour. Id.

28. Recording multiple tasks as one billing entry, typically referred to as “block billing” or “lumping,” is routinely disallowed as it makes it exceedingly difficult to determine the reasonableness of the time spent on each of the individual tasks performed. See Baker, 374 B.R. at 494 (citations omitted) (“A professional is required to bill each task separately. That way, a Court can scrutinize the reasonableness of the time expended and counsel is not tempted to inflate the actual time spent and group multiple tasks together hoping to camouflage the true length of an individual task.”). As a result of “lumping” time, the “timekeeper fails to sustain [his] burden of providing that [his] fees are reasonable.” Brous, 370 B.R. at 576. Consequently, courts summarily will disallow time for discrete legal services merged together in a fee application. See, e.g., Baker, 374 B.R. at 496 (deducting 20% from the requested fees for

improper block billing); see also In re M. Fabrikant & Sons, Inc., Case No. 06-12737 (SMB) (Bankr. S.D.N.Y. Jan. 13, 2009) (Memorandum Decision Regarding Applications for Professional Fees and Reimbursement of Expenses) (Docket No. 926) (allowing only 30 minutes for each “lumped” entry, irrespective of the aggregate time billed for that entry); CCT, 2010 WL 3386947 at *7 (allowing only 30 minutes of time for lumped entries).

F. Actual and Necessary Expenses

29. Under Section 330(a)(1)(B), only documented expenses that are actual and necessary are reimbursable. 11 U.S.C. § 330(a)(1)(B). Professionals must “furnish enough specificity for the Court to establish whether a given expense was both actual and necessary.” In re Korea Chosun Daily Times, Inc., 337 B.R. 758, 769 (Bankr. E.D.N.Y. 2005) (quoting In re S.T.N. Enters., Inc., 70 B.R. 823, 834 (Bankr. D. Vt. 1987)). Expenses are “actual” if they are incurred and not based on a formula or pro rata calculation. Bennett Funding, 213 B.R. at 398. Expenses are “necessary” if they were “reasonably needed to accomplish proper representation of the client.” In re Am. Preferred Prescription, Inc., 218 B.R. 680, 686–87 (Bankr. E.D.N.Y. 1998).

30. With respect to photocopying charges, General Order M-447, however, provide as follows: “Photocopying shall be reimbursable at the lesser of \$.10 or cost.” General Order M-447 at F(2) (emphasis added).

G. Interim Compensation

31. Interim compensation to professionals, as reflected in Section 331, finds its origins in the equity powers of the bankruptcy court. In re Barron, 73 B.R. 812, 814 (Bankr. S.D. Cal. 1987). Therefore, the Bankruptcy Court has broad discretion in the course of examining and awarding interim fee applications. Id.

32. In particular, “whether interim allowances are awarded, and in what amounts, [are] questions left by Congress to the sound discretion of the bankruptcy court.” Id. Because the pending Applications are interim in nature, the timing of any payments is also within the parameters of the Court’s discretion. Id. Furthermore, courts have discretion to defer ruling on any or all of the Applications, until the time for final applications is proper. In re ACT Mfg., Inc., 281 B.R. 468, 474 (Bankr. D. Mass. 2002).

33. Section 331 incorporates the requirements of 11 U.S.C. § 330, and the standards are the same for interim and final awards of compensation. See Bennett Funding, 213 B.R. at 244. At the interim fee stage, “there is [no] legal entitlement to payment prior to the final fee award.” Child World, 185 B.R. at 17. Section 331 “is permissive, nothing in that provision requires a court to grant an application for interim compensation.” Id. Thus, the statute “authorizes the award of interim compensation, but does not mandate it.” In re First Hartford Corp., 23 B.R. 729, 732 (Bankr. S.D.N.Y. 1982); see also Barron, 73 B.R. at 814 (noting that Congressional intent underlying Section 331 “was only to give officers of the estate an opportunity to apply for reimbursement.”) (emphasis in original).

H. Certification

34. Pursuant to General Order M-447, each fee application filed after February 5, 2013 must include a certification from a “Certifying Professional” that:

(a) the Certifying Professional has read the application; (b) to the best of the Certifying Professional’s knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within these Amended Guidelines, except as specifically noted in the certification and described in the fee application; (c) except to the extent that fees or disbursements are prohibited by these Amended Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the applicant and generally accepted by the applicant’s clients; and (d) in providing a reimbursable

service, the applicant does not make a profit on the service, whether the service is performed by the applicant in-house or through a third party.

General Order M-447 at B(1).

IV. OBJECTIONS

A. Bradley Arant

Bradley Arant seeks the allowance of fees aggregating \$2,416,978.11 and reimbursement of expenses aggregating \$144,016.28 for the Fee Period. The United States Trustee objects to the allowance of \$20,030.90 in fees and \$14,712.75 in expenses for the reasons set forth below.

Transitory Timekeepers

The United States Trustee objects to the fees of \$13,264.50 for the 24 Bradley Arant attorney timekeepers that billed fewer than five hours during this Fee Period. See Bradley Arant Fee Application, Ex. D. The transitory nature of these services raises the question of the extent of the value these timekeepers provided to the estate. See In re Jefsaba, 172 B.R. 786, 801 (Bankr. E.D. Pa. 1994) (“It is inappropriate for each new addition to the team to bill for time spent reviewing the file or otherwise familiarizing him or herself with the matter.”). Absent satisfactory explanation, the United States Trustee requests that the Court reduce the request by \$13,264.50 related to services rendered by transitory timekeepers.

Lumped or Vague Time Entries

Bradley Arant’s application includes a number of impermissibly vague or “lumped” time entries. Annexed hereto as Exhibit A is a copy of Bradley Arant’s time records marked with the annotations “V” or “L” to highlight the non-compliant, vague or lumped time entries. The vague or lumped time entries identified in Exhibit A total \$6,221.60. As a result of the lumped time entries, the United States Trustee requests that the Court reduce the fee for those services by \$6,221.60.

Excessive Time

Bradley Arant's application includes several time entries in which the time expended appears to exceed that which is reasonable for the work performed. Annexed hereto as Exhibit A is a copy of Bradley Arant's time records marked with the annotations "E" to highlight the time entries in which an excessive amount of time appears to have been expended. These time entries total \$461.30. Absent further explanation, the United States Trustee requests that the Court reduce the fee for those services by \$461.30.

Duplicate Entries

Bradley Arant's time records contain an apparently duplicated entry of four tenths of an hour on January 30, 2013. Attached as Exhibit A is a copy of Bradley Arant's time records marked with the designation "D" to highlight the duplicated entry. The United States Trustee requests that the Court reduce the fees by \$83.50, which is one-half of the charge for the duplicated entries.

Meal Expenses

The application contains a request for meal expenses aggregating \$6,927.93. The application contains no indication of whether the meals comply with the 8:00 p.m. restrictions imposed by General Order M-447(F)(3)(ii) (that the meal occurred after 8:00 p.m. or that the individual returned to the office to work for at least one and one half hours), or that they are limited to \$20.00 per person. By way of examples only, the following invoices are indicative of the Bradley Arant's meal charges: Invoice #840957 (\$22.56); #840948 (\$10.74); #840949 (\$36.47); #840952 (\$109.23); #840954 (\$33.98); #840955 (\$36.03); and #840960 (\$87.36). Accordingly, the United States Trustee requests that these expenses be denied.

Other Expense Issues

The application contains a charge of \$2,320.00 for “Professional Consultant Services” and two separate “Miscellaneous Expenses” of \$10.00 and \$5,454.82, which should be fully explained and documented, or disallowed in their entirety in the total amount of \$7,784.82.

B. Carpenter Lipps

Carpenter Lipps seeks the allowance of fees aggregating \$1,659,806.00 and reimbursement of expenses aggregating \$977,371.77 for the Fee Period. The United States Trustee objects to the allowance of \$5,709.00 in fees and \$87,342.50 in expenses for the reasons set forth below.

Vague Time Entries

Carpenter Lipps’ application includes various impermissibly vague time entries. Annexed hereto as Exhibit B, is a copy of Carpenter Lipps’ time records marked with the annotations “V” to highlight the non-compliant, vague time entries. The vague time entries identified in Exhibit B total \$1,495.00. As a result of the vague time entries, the United States Trustee requests that the Court reduce the fee for those services by \$1,495.00.

Miscellaneous Time Record Issue

Carpenter Lipps’ time records included Invoice #53479 twice. The total amount of the fees reflected in that invoice aggregated \$4,214.00. Carpenter Lipps should verify that the fees reflected therein were not inadvertently charged twice. Absent such verification, the fees sought should be reduced by \$4,214.00.

Meal Expenses

The invoices for meal expenses aggregating \$2,022.15 contain no indication of whether the meals comply with the 8:00 p.m. restrictions imposed by General Order M-447(F)(3)(ii). While the United States Trustee recognizes that Carpenter Lipps has voluntarily reduced all meal

charges to comply with \$20.00 limit, it has not specified that the remaining amounts are for meals that comply with the 8:00 p.m. restrictions. Absent such documentation, the meal request should be denied.

Outside Legal Service Providers

Carpenter Lipps seeks reimbursement of \$885,095.16 for “Litigation Support Vendors” during this Fee Period. The invoices attached to Carpenter Lipps’ fee application includes underlying documentation in support of \$797,752.66 in contract document reviewer time, but do not appear to include concomitant support for the remaining \$87,342.50 sought. As a result, the United States Trustee cannot determine whether the undocumented expenses are compensable. Therefore, the United States Trustee requests that the Court not award that part of the expense for Litigation Support Vendors aggregating \$87,342.50 unless and until Carpenter Lipps provides the additional documentation to support the balance of the reimbursement request.

C. Centerview

Centerview seeks the allowance of fees aggregating \$1,200,000.00 and reimbursement of out-of-pocket expenses aggregating \$12,630.14 for the Fee Period. The United States Trustee objects to the allowance of \$2,786.28 in expenses for the reasons set forth below.

Meals

Centerview seeks reimbursement of \$2,920.92 for meal and hotel costs. Of this amount, the United States Trustee objects to meal expenses of \$679.58. First, the United States Trustee objects to meal expense of \$659.58 at Del Fresco Grille for 22 people on February 15, 2013. The records attached to the expense documentation submitted by Centerview do not indicate the benefit of this meal to the estate. Further, the expense for this meal exceeds the \$20.00 per person limit pursuant to the Court’s previous guidance on meal expenses. Second, the United

States Trustee objects to a \$20.00 meal expense on February 9, 2012 at 6:20 p.m. because it was incurred prior to 8:00 p.m. and there is no indication that the individual returned to the office to work for at least one and one half hours. See General Order M-447 at F(3)(ii) (allowing overtime meals not exceeding \$20.00 per person after 8:00 p.m. or before 8:00 p.m., followed by one and one half hours of work). Accordingly, the United States Trustee requests that Centerview's reimbursement request be reduced by \$679.58.

Transportation

Centerview requests reimbursement of \$5,302.20 for transportation expenses. Of this amount, the United States Trustee objects to \$2,106.70 for the following reasons. First, the Centerview incurred overtime taxi expenses of \$101.10 that were incurred prior to 8:00 p.m. on February 9, 10, 16, and 23, 2013 and on March 3 and 16, 2013. See General Order M-447 at F(3)(ii) ("The reasonable expenses of a professional required to work on the case after 8:00 p.m. are reimbursable . . ."). Second, the United States Trustee objects to parking expenses in Manhattan aggregating \$116.00 that were incurred on January 16 and 18, 2013 and on March 14, 2012. The Court has previously stated that parking expenses in Manhattan are not reimbursable absent additional justification. Third, the United States Trustee objects to an airline ticket of \$1,979.60 incurred on November 28, 2012. Although Centerview's expense list attached to its fee application indicates that the above flight was charged as a coach fare, the documentation does not indicate the departure and arrival information nor does it explain the high costs of this coach fare. Accordingly, unless and until Centerview provides additional supporting documentation, the United States Trustee requests that the Court reduce Centerview's transportation reimbursement by \$2,106.70 for the reasons set forth above.

D. Curtis Mallet

Curtis Mallet seeks the allowance of fees aggregating \$1,480,650.00 and reimbursement of expenses aggregating \$3,085.90 for the Fee Period. The United States Trustee objects to the allowance of \$37,023.00 in fees for the reasons set forth below.

Transitory Timekeepers

The United States Trustee has identified time entries by eight (8) timekeepers that billed fewer than five hours during the Fee Period.⁵ Since these eight timekeepers billed fewer than five hours during this Fee Period, it is inappropriate for them to seek compensation. See Jefaba, 172 B.R. at 801 (“It is inappropriate for each new addition to the team to bill for time spent reviewing the file or otherwise familiarizing him or herself with the matter.”). Absent a satisfactory explanation, the United States Trustee requests that the Court reduce Curtis Mallet’s compensation by \$6,028.

Vague Time Entries

Curtis Mallet’s application includes many vague entries. Annexed hereto as Exhibit C is a list of the impermissibly vague time records. The objectionable time entries aggregate approximately \$17,938. Accordingly, the United States Trustee requests that the Court reduce Curtis Mallet’s fees for those services by \$17,938.

Review and Revision of Time Records

The United States Trustee objects to \$13,057 because the time records indicate that such work was expended revising or related to revising the billing records to conform to the Guidelines. See CCT, 2010 WL 3386947, at *9 (reviewing and editing time records is not compensable). Annexed hereto as Exhibit C is a list of the objectionable time records relating to

⁵ The timekeepers at issue are: T. Smith, M. Cohen, J. Drew, J. Clyne, K. Meehan, F. Chidavaenzi, F. Guenther, and B. Patane.

the impermissible review and revision of billing invoices. Therefore, the United States Trustee requests that the Court reduce Curtis Mallet's compensation in this project category by \$13,057.

E. Deloitte

Deloitte seeks the allowance of fees aggregating \$2,984,455.50 for the Fee Period. The United States Trustee objects to the allowance of \$11,793 in fees for the reasons set forth below.

Transitory Timekeepers

The United States Trustee has identified time entries by 14 timekeepers that billed fewer than five hours during the Fee Period. Specifically, fourteen professionals with the business titles Partner, Director, Consultant, Senior Consultant, Senior Manager, and Manager billed fewer than five hours during this Fee Period.⁶ See Jefsaba, 172 B.R. at 801 ("It is inappropriate for each new addition to the team to bill for time spent reviewing the file or otherwise familiarizing him or herself with the matter.") Absent a satisfactory explanation, the United States Trustee requests that the Court reduce Deloitte's compensation by \$5,994.50.

Review and Revision of Time Records

Deloitte requests \$22,693.50 for 102.1 hours under the project category "Preparation of Fee Applications." The fees under this category represent less than 1% of the overall fee request for the Fee Period. A review of the time records indicates that Deloitte personnel expended a significant amount of time under this project category on reviewing and revising monthly fee statements. Attached hereto as Exhibit D is a copy of Deloitte's time records marked with the letter "R" to highlight the time entries that involved the impermissible review and revision of billing invoices. See CCT, 2010 WL 3386947, at *9 (reviewing and editing time records is not

⁶ The timekeepers at issue are: D. Baker, K. Hertzfeld, A. Loo, E. Luong, K. Maxwell, E. Quinn, J. Ryan, A. Sasso, J. Zack, S. Freshour, M. Miskinis, L. Narula, A. Parmar, and H. Kain.

compensable). In light of the foregoing, the United States Trustee requests that the Court reduce the fees under this project category by \$5,798.50.

F. FTI

FTI seeks an allowance of fees aggregating \$5,501,118.50 and reimbursement of expenses aggregating \$227,254.30 for the Fee Period. The United States Trustee objects to the allowance of \$130,564.75 in fees and reimbursement of \$181,691.94 in expenses for the reasons set forth below.

Transitory Timekeepers

A review of FTI's time records indicates that nine timekeepers billed less than five hours during this Fee Period.⁷ Timekeepers who work on large matters for only a few hours are often referred to as "transitory timekeepers." See Jefsaba, 172 B.R. at 801 ("It is inappropriate for each new addition to the team to bill for time spent reviewing the file or otherwise familiarizing him or herself with the matter."). Absent satisfactory explanation, the United States Trustee requests that the Court reduce FTI's compensation \$8,738.50, which is the amount of fees generated by the nine transitory timekeepers.

Review and Revision of Time Records

FTI billed the sum of \$283,652.50 for 748.7 hours of work in the project category "Task Code 24 - Fee Application Process." FTI voluntarily reduced its fees for Task Code 24 by \$43,000, leaving a request for \$243,652.50 in fees. The \$243,652.50 in fees requested represent 4.4% of the \$5,501,118.50 in total fees requested in this fee period. The majority of the fees billed in Task Code 24 are for reviewing, revising and verifying time and expense entries. The United States Trustee objects to 50% of the fees requested, or \$121,826.25. As discussed infra,

⁷ The timekeepers at issue are: S. Friedland, W. Brown, Jr., M. Dereska, C. Hiser, K. Leung, C. McDonnell, E. Oh, A. Fisher, and S. Lemerise.

reviewing time records is overhead and thus is not compensable. See CCT, 2010 WL 3386947, at *9 (reviewing and editing time records is not compensable). Therefore, the United States Trustee requests that the court reduce FTI's compensation by \$121,826.25 under this project category.

Redacted Time Entries

For the month of March 2013, FTI billed 259.4 hours to the project category "Task Code 27 – Litigation Support." Of the 259.4 hours billed, 47.9 hours contained time entries with the word "[REDACTED]." Attached hereto as Exhibit E is a copy of FTI's redacted time records. The use of the "REDACTED" term prevents any meaningful review of the work billed. The United States Trustee requests that FTI provide full and unredacted time entries so that the United States Trustee may review the reasonableness of the time billed. Absent this information and until the United States Trustee has had an opportunity to review the unredacted time entries, fees associated with these time records should not be allowed or paid.

Travel Without Explanation of Business Purpose

FTI seeks \$67,882.13 for "Airfare" and \$94,453.89 for "Lodging." These expenses are delineated by timekeeper and date of travel; however, the expense descriptions lack any attempt to explain the reason or justification for the travel. See Ex. E. Further, the timekeepers do not clearly record in their time entries the business reasons for the travel. Absent further explanation, the United States Trustee objects to the reimbursement of expenses of \$67,882.13 for "Airfare" and \$94,453.89 for "Lodging."

Duplicate Expense

In the March expenses for M. Renzi, FTI seeks reimbursement for \$322.66 for airfare from Boston to New York. This expense is dated March 11, 2013 and is billed twice. See Ex. E. Accordingly, the United States Trustee requests a reduction of \$322.66.

Expenses for Travel Prior to Fee Period

FTI seeks reimbursement of expenses of \$19,033.26 for expenses incurred prior to this Fee Period. The expenses were incurred between May 2012 and December 2012 and the majority of the expenses were incurred by T. McDonagh. See Ex. E. FTI states that these expenses were not previously billed but should further explain and justify why these expenses were not billed in a timely manner.

G. Hudson Cook

Hudson Cook seeks the allowance of fees aggregating \$873,570.50 and reimbursement of expenses aggregating \$15,408.57 for the Fee Period. The United States Trustee objects to the allowance of \$104,183.00 in fees for the reasons set forth below.

Transitory Timekeepers

The United States Trustee objects to the fees of \$2,305.00 for the three Hudson Cook timekeepers who billed fewer than five hours during the Fee Period.⁸ The transitory nature of these services raises the question of what value, if any, these timekeepers provided to the estate. See Jefsaba, 172 B.R. at 801 (“It is inappropriate for each new addition to the team to bill for time spent reviewing the file or otherwise familiarizing him or herself with the matter.”). Absent satisfactory explanation, the United States Trustee requests that the Court reduce the request by \$2,305.00 related to services rendered by transitory timekeepers.

⁸ The timekeepers at issue are: F. Bishop, J. Chareq, and P. Cockrell.

Lumped Time Entries

Hudson Cook's application includes various "lumped" time entries. Annexed hereto as Exhibit F is a copy of Hudson Cook's time records marked with the annotation "L" to highlight the non-compliant, lumped time entries. The lumped time entries identified in Exhibit F total \$99,011.50. As a result of these lumped time entries, the United States Trustee requests that the Court reduce the fee for those services by \$99,011.50.

Responding to Fee Objection

The United States Trustee objects to \$2,866.50 in fees charged to the estate relating to Hudson Cook's review and response to the United States Trustee's objection to Hudson Cook's first interim fee applications. Annexed hereto as Exhibit F is a copy of the relevant time entries marked with the annotation "UST Objection." Professionals should not be compensated for responding to inquiries or objections from the United States Trustee regarding professional fees. See, e.g., St. Rita's, 260 B.R. at 651–52 (holding that time incurred in defending fee requests is non-compensable); see also Fibermark, 349 B.R. at 398 (noting that time spent defending a fee application that does not conform to Section 330, Fed. R. Bankr. P. 2016, the UST Guidelines, or pertinent case law is not compensable). Accordingly, the United States Trustee requests the Court reduce the fee request by \$2,866.50.

H. Mercer

Mercer seeks an allowance of fees in the total amount of \$135,661.17 and reimbursement of out-of-pocket expenses in the total amount of \$14,951.86 during the Fee Period. The United States Trustee objects to the allowance of \$7,203.40 in fees and \$11,296.85 in expenses for the reasons set forth below.

Lumped Time Entries

Mercer's fee application includes various "lumped" time entries for multiple telephone conferences without time increments listed for each conference. See time entries on January 7, 2013 (Dluhy for 2.0), January 8, 2013 (Dluhy for 1.0), and February 6, 2013 (Dempsey for 1.0). These lumped time entries total \$1,792.00. As a result of the lumped time entries, the United States Trustee requests that the Court reduce the fee for those services by \$1,792.00.

Incomplete Time Entries

Mercer's fee application includes various "incomplete" time entries where the description of the tasks performed is not complete and does not describe the tasks performed for the time billed. See time entries on January 14, 2013 (Dempsey for 2.0), January 23, 2013 (Dempsey for 1.0), February 22, 2013 (Dempsey for 6.0), March 4, 2013 (Dempsey for 2.5), March 18, 2013 (Dluhy for 2.0). The "incomplete" portions of the entries total \$4,663.20. As a result of the "incomplete" time entries, the United States Trustee requests that the Court reduce the fee for those services by \$4,663.20.

Incorrect Time Entry

Mercer's fee application includes a time entry on January 25, 2013 for J. Dempsey for 5.0 hours. The time description for that date, however, only totals 4.0 hours. The United States Trustee requests that the Court reduce the fee for those services by one hour, which is \$748.20.

Unexplained "Airline Fee" expenses

Mercer's fee application seeks \$410.72 for five itemized expenses dated April 5, 2013 and April 11, 2013 described only as "Airline Fee." Such a description is inadequate as it fails to provide any basis to understand the nature of the expenses. The United States Trustee seeks a reduction of \$410.72 for this unexplained expense.

Meals

Mercer seeks reimbursement for \$8.23 in meal charges that are in excess of the Guidelines requirement of \$20 per meal. See, e.g., January 14, 2013 (\$25.00); January 18, 2013 (\$20.44); April 11, 2013 (\$22.79). The United States Trustee seeks a reduction of \$8.23 for these meals. Mercer also seeks reimbursement for a \$20.00 meal for John Dempsey for December 19, 2012 (see entry dated April 5, 2013). Mercer's fee application covers the time period of January 1, 2013 through April 30, 2013 and, as such, Mercer should explain why this expense is included in this application and confirm that such expense was not included in the prior second interim fee application.

I. Morrison Cohen

Morrison Cohen seeks the allowance of fees aggregating \$1,318,943.00 and reimbursement of out-of-pocket expenses aggregating \$42,792.26 for the Fee Period. The United States Trustee objects to the allowance of \$1,295,079.00 in fees and \$1,995.17 in expenses for the reasons set forth below.

Multiple Attendees

Under its project category "Board of Director Matters," Morrison Cohen seeks compensation in the amount of \$1,295,079.00. The United States Trustee's review of these time records indicates that multiple attorneys attended various board of director and independent director meetings and calls. By way of example only, in January 2013, Morrison Cohen staffed various meetings with three and four attorneys, as depicted below:

DATE	ATTY	DESCRIPTION	HOURS	VALUE
01/04/13	DAP	TELEPHONE CALL WITH INDEPENDENT DIRECTORS CONCERNING PROPOSED TRANSACTION WITH AFI RE: MMLPSA (.6); WITH JUDGE PECK (.5); CONF JTM REGARDING TANNENBAUM AT MOFO REGARDING MEDIATION MEETING CONFERENCE CALL WITH GARY LEE AND JIM TANNENBAUM AT MOFO REGARDING MEDIATION MEETING PREPARATION FOR MEDIATION (.5); REVIEW MATERIALS IN PREPARATION FOR MEETING WITH JUDGE PECK (1.0); REVIEW AND REVISE MOFO DRAFT BRIEF TO EXAMINER REGARDING SUBMISSION OF THE SENIOR UNSECURED NOTEHOLDERS (2.5); EMAIL WITH MOFO RE: SAME (.3).	5.40	3105.00
01/04/13	JTM	BOARD CALL (2.1); REVIEW MATERIALS IN CONNECTION WITH SAME (.9); POST CALL WITH INDIES RE PROPOSED TRANSACTION WITH AFI (.6); CALL WITH D. PIEDRA, GLEE AND JTANNENBAUM RE MEDIATION ISSUES (.5); MEETING WITH SAME (2.3); REVIEW MATERIALS IN PREP FOR MONDAY MEETING WITH JUDGE PECK (5.2).	11.60	7946.00
01/04/13	MC	REVIEW BOARD MATERIALS (.8); PARTICIPATION IN BOARD MEETING (2.1); FOLLOW UP W/ INDEPENDENT DIRECTORS (.6); O/C MEETING WITH JTM RE: MEDIATION ISSUES (2.3).	5.80	3306.00
01/11/13	DAP	TELEPHONE CONFERENCE CALL WITH KIRKLAND & ELLIS CLAIMS AND ALLY FINANCIAL INSURANCE PEOPLE CONCERNING D&O POLICY, CLAIMS NOTICE AND SETTLEMENT (.7); TELEPHONE CALL JOEL HAIMS RE: SAME (.3); PREPARE FOR EXAMINER INTERVIEW OF PAM WEST (1.2); ATTEND EXAMINER INTERVIEW OF PAM WEST (4.0); CONF JAMIE LEVITT RE: EXAMINER INTERVIEW (.4); O/C WITH JTM, RKD RE: PRODUCTION OF DOCUMENTS (.6).	7.20	4140.00
01/11/13	JTM	BOARD MEETING (1.0); PREP FOR CONTINUED WEST EXAMINATION (2.5); PARTICIPATE IN WEST CONTINUED, EXAMINATION (4.0); OC DAP AND RKD RE CLEARLY ISSUES RE MACK DISCOVERY AND SMITH PRODUCTION (.6).	8.30	5685.00
01/11/13	MC	ATTEND BOARD MEETING (1.9); PARTICIPATION IN EXAMINATION OF PAM WEST (4.8); FOLLOW UP RE COMPENSATION COMMITTEE (.2).	6.90	3933.00
01/11/13	RKD	TELEPHONE CONFERENCE WITH M. LIGHTNER REGARDING DOCUMENT PRODUCTION ISSUES (.9); O/C W/J. MOLDOVAN AND D. PIEDRA REGARDING SAME (.6); FURTHER RESEARCH REGARDING STATUTES OF LIMITATIONS ISSUES (3.1).	4.60	2415.00
01/18/13	DAP	REVIEW MATERIALS AND ATTEND TELEPHONIC BOARD OF DIRECTORS MEETING (1.2); CONFERENCE CALL WITH ALEXANDER LAWRENCE (MOFO) AND RKD REGARDING DISCOVERY ISSUES (.6); O/C WITH JTM RE: KAUFMAN LETTER (.2); CONFERENCE R. DAKIS RE: PREPARE FOR TUESDAY MEET AND CONFER WITH CLEARLY AND UCC (.4); REVIEW STATUS OF DISCOVERY AND PREPARE FOR MEET AND CONFER (1.0); REVIEW UCC DECK RE: CLAIMS PRESENTATION (1.0); CONF JTM RE: SAME (.3); TELEPHONE CALL WITH JOE MOLDOVAN AND DARRYL RAINS REGARDING RMBS 9019 TRIAL WITNESSES (.6); EMAIL CORRESPONDENCE WITH PAM WEST REGARDING RMBS TRIAL (.2).	5.60	3220.00
01/18/13	JTM	FURTHER ANALYSIS OF BOARD DECK AND ATTEND BOARD MEETING (1.7); OCS DAP RE KAUFMAN LETTER (.2); OC DAP RE UCC CLAIM PRESENTATION (.3) CALL WITH DAP AND DARRYL RE 9019 TRIAL ISSUES AND WITNESSES (.6).	2.80	1918.00
01/18/13	RKD	TELEPHONE CONFERENCE WITH A. LAWRENCE AND D. PIEDRA REGARDING MEET AND CONFER AND RESPONSE TO DOCUMENT REQUEST LETTER (.6); REVISE RESPONSE TO DOCUMENT REQUEST LETTER (.6); EMAILS WITH R. DISCICCIO, ET AL., REGARDING SAME (.3); REVIEW COMMITTEE PRESENTATION REGARDING CLAIMS IN PREPARATION FOR ATTENDANCE AT ALLY RESPONSE (1.5); O/C W/DAP REGARDING MEET AND CONFER (.4); CONTINUE REVIEWING DOCUMENTS IN PREPARATION FOR MEET AND CONFER (2.7).	6.10	3202.50

01/28/13	DAP	REVIEW MATERIALS IN PREPARATION FOR MEETING WITH PAM WEST AT MOFO REGARDING 9019 (1.5); ATTEND MEETING AT MOFO WITH PAM WEST, A. PRINCI, A. RUIZ, L. DARCY (1.5); ATTEND AFI MEETING IN RESPONSE TO UCC CLAIMS PRESENTATION (4.0); MEETING WITH BOARD AND MOFO FOLLOWING AFI MEETING (2.0); MEETING WITH INDEPENDENT DIRECTORS REGARDING DOCUMENT RETENTION/PRODUCTION ISSUES (.4).	9.40	5405.00
01/28/13	JTM	ALL HANDS STATUS MEETING (.9); MEETING AT K&E RE REBUTTAL TO COMMITTEE ALLY POSITION (3.1); REVIEW MATERIALS FROM ALLY BANK RE CLAIMS ANALYSIS (2.1); MEETING WITH INDIES AND MOFO RE ALLY BANK PRESENTATION, CRO SELECTION AND PROCESS (4.3).	10.30	7055.50
01/28/13	MC	PARTICIPATION IN ALLY PRESENTATION AT K&E (3.1) AND MEETING WITH INDEPENDENT DIRECTORS (2.7).	5.80	3306.00
01/28/13	RKD	EMAILS WITH J. LEVITT REGARDING DISCOVERY ISSUES (.4); ATTEND MEETING WITH ALLY (KIRKLAND) REGARDING CLAIMS ISSUES (3.1); ATTEND FOLLOW UP MEETING WITH RESCAP BOARD TO DISCUSS CLAIMS ISSUES, CASE STATUS, AND OTHER ISSUES (1.1); FOLLOW UP MEETING WITH INDEPENDENT DIRECTORS REGARDING SAME (.2).	5.80	3045.00

While the United States Trustee acknowledges the complexity of the tasks required to advise the independent directors, the need for multiple professionals attending these meeting is not immediately evident. Therefore, the United States Trustee requests that Morrison Cohen review its time records to remove charges where more than two attorneys attended any meeting or calls, whether it is for internal coordination or at board of director meetings. In the absence of such a reduction, the United States Trustee requests that the Court withhold awarding the fees under this project category.

Meals

Morrison Cohen seeks reimbursement of \$1,178.28 for meal expenses. Of this amount, the United States Trustee objects to \$1,167.28 for the expenses depicted in the chart below:

11/12/2012	Meals	Dinner Meeting for 3 people	\$60.00
11/28/2012	Meals	Dinner Meeting for 3 people	\$60.00
12/6/2012	Meals	Dinner Meeting for 3 people	\$60.00
12/17/2012	Meals	Dinner Meeting for 4 people	\$80.00
3/28/2013	Meals	Breakfast Meeting for 4 people	\$74.60
3/28/2013	Meals	Lunch Meeting for 2 people	\$15.25
3/28/2013	Meals	Lunch Meeting for 15 people	\$206.80
3/28/2013	Meals	Lunch Meeting for 15 people	\$225.50
3/28/2013	Meals	Lunch Meeting for 15 people	\$314.35
4/21/2013	Meals	Dessert for Meeting for 4 people	\$70.78

See Morrison Cohen Fee Application at pp. 109-110. The above expenses are problematic for two reasons. First, some of the above expenses were incurred outside of this Fee Period. The corresponding time records for these meal expenses are not included in the fee application. As a result, the United States Trustee cannot cross-reference the time records with these meal expenses. Second, even if the meal expenses were incurred during this Fee Period, it is not evident whether these meal expenses provided a benefit to the estate. By way of example only, on March 28, 2013, Morrison Cohen incurred \$836.50 for a breakfast attended by four professionals and various lunch meetings attended by 47 professionals. However, as depicted below, the United States Trustee’s review of the corresponding time records for March 28, 2013 does not indicate that such meetings occurred:

DATE	ATTY	DESCRIPTION	HOURS	VALUE
3/28/2013	MW	REVIEW COURT FILINGS FOR 3/28/13 (.3); E-MAIL TO ATTORNEYS DAILY DOCKET WITH PLEADINGS (.1).	0.40	86.00
3/28/2013	DAP	REVIEW DRAFT SUBMISSION TO EXAMINER (1.2); DRAFT AND REVISE SUBMISSION TO EXAMINER REGARDING ALLEGED BOARD OF DIRECTORS FIDUCIARY DUTY ISSUES (2.2); EMAIL WITH ALEX BARRAGE REGARDING SAME (.2).	2.60	1,495.00
3/28/2013	JTM	ANALYSIS OF INSURANCE MATERIAL AND CONTINUED POLICY REVIEW IN PREP FOR MEETING WITH UCC (3.1); REVIEW OF RESEARCH MATERIAL RE EXAMINER SUBMISSION AFFECTING INDEPENDENT DIRECTORS (3.7).	6.80	4,658.00
3/28/2013	MC	REVIEW DRAFT DEBTOR FILINGS (2.2); REVIEW	3.10	1,767.00
3/28/2013	NS	FOLLOW UP RESEARCH RE: SUBORDINATION (.2).	0.40	190.00

See Morrison Cohen Fee Application at 71 and 85. Unless and until Morrison Cohen explains the necessity of the meal expenses, the United States Trustee requests the Court deny the expense reimbursement in the amount of \$1,995.17.

Miscellaneous

Morrison Cohen seeks reimbursement in the amount of \$827.89 for “Merrill Communications LLC.” See Morrison Cohen Fee Application at 119. The expense list attached to the fee application does not provide additional information to support this expense. The United States Trustee requests that Morrison Cohen provides additional information to

substantiate the necessity of these expenses. Absent such information, the United States Trustee requests that the Court deny the expense reimbursement.

J. Morrison Foerster

Morrison Foerster seeks the allowance of fees aggregating \$22,790,342.60 and reimbursement of expenses aggregating \$350,910.44 for the Fee Period. The United States Trustee objects to the allowance of \$345,118.50 in fees for the reasons set forth below.

Vague Time Entries

Morrison Foerster's fee application includes various impermissibly vague time entries. Annexed hereto as Exhibit G is a copy of Morrison Foerster's time records marked with the annotation "V" to highlight the non-compliant, vague time entries. The vague time entries identified in Exhibit G total \$19,735.50. As a result of the vague time entries, the United States Trustee requests that the Court reduce the fee for those services in the full amount of \$19,735.50.

Excessive Attorney Time

Morrison Foerster seeks \$174,240.00 for services rendered by K. Kohler, a corporate department attorney admitted in 1981, for 217 hours on consecutive days billing over 8.0 billable hours per day in the month of January 2013. These numbers do not include days in January 2013 where Mr. Kohler billed less than 8.0 billable hours. The chart below depicts the pattern in January 2013; however, this pattern continues into the remaining months of the Fee Period:

Date	Hours	Value
07 Jan 2013	10.20	\$8,160.00
08 Jan 2013	9.20	\$7,360.00
09 Jan 2013	9.90	\$7,920.00
10 Jan 2013	10.20	\$8,160.00
11 Jan 2013	8.50	\$6,800.00
14 Jan 2013	10.20	\$8,160.00
15 Jan 2013	11.80	\$9,440.00
16 Jan 2013	8.20	\$6,560.00
17 Jan 2013	12.10	\$9,680.00

18 Jan 2013	11.10	\$8,880.00
20 Jan 2013	8.40	\$6,720.00
21 Jan 2013	11.90	\$9,520.00
22 Jan 2013	10.50	\$8,400.00
23 Jan 2013	10.80	\$8,640.00
24 Jan 2013	11.60	\$9,280.00
25 Jan 2013	10.90	\$8,720.00
26 Jan 2013	10.50	\$8,400.00
28 Jan 2013	8.70	\$6,960.00
29 Jan 2013	12.00	\$9,600.00
30 Jan 2013	12.90	\$10,320.00
31 Jan 2013	8.20	\$6,560.00

The United States Trustee acknowledges the complexity of this case and the requirement for significant professional staffing of the case; however, the consistency and the number of hours billed per day raises questions of the necessity of the significant time expended. Accordingly, the United States Trustee requests additional information on the need for the significant billing by this individual. In the absence of an adequate explanation, the United States Trustee requests that the Court reduce the fees requested by Morrison Foerster by \$174,240.00.

Multiple Attendees at Court Hearings

Morrison Foerster seeks \$146,352.00 for services rendered under the project category “Hearings.” The United States Trustee objects to these fees because the time records indicate that multiple Morrison Foerster professionals attended these court hearings. Attached hereto as Exhibit G is a copy of the relevant time entries marked with the annotation “H.” Examples include the following hearings: January 16, 2013 (seven attendees); January 29, 2013 (eight attendees); February 7, 2013 (seven attendees); February 28, 2013 (eight attendees), March 21, 2103 (twelve attendees); April 11, 2013 (six attendees); April 30, 2013 (five attendees). The Court has previously addressed the issue of multiple attendees at hearing:

[W]here multiple lawyers attend omnibus hearings, I'm drawing -- you can say this is an arbitrary line no more than three lawyers per firm may charge for the entire length of the hearing. Other lawyers for the firm, who are arguing or appearing, or specifically supported work on particular matters, may charge for the time in connection with those matters.

Hr'g Tr. 51: 6-12 (Apr. 11, 2013) (emphasis added). Therefore, the United States Trustee requests that the Court reduce the compensation for the multiple attendees at the various hearings by \$146,352.00 unless Morrison Foerster can demonstrate the necessity of the multiple attendees under this project category.

Responding to Fee Objection

The United States Trustee objects to \$4,791.00 in fees charged to the estate relating to Morrison Foerster's review and response to the United States Trustee's objection to the Second Interim Fee Application. Attached hereto as Exhibit G is a copy of the relevant time entries marked with the annotation "FO" Professionals should not be compensated for responding to inquiries or objections from the United States Trustee regarding professional fees. See, e.g., St. Rita's, 260 B.R. at 651–52 (holding that time incurred in defending fee requests is non-compensable); see also Fibermark, 349 B.R. at 398 (noting that time spent defending a fee application that does not conform to Section 330, Fed. R. Bankr. P. 2016, the UST Guidelines, or pertinent case law is not compensable). Therefore, the United States Trustee requests the Court reduce the fee request by \$4,791.00.

K. Orrick

Orrick seeks the allowance of fees aggregating \$241,619.73 and reimbursement of out-of-pocket expenses aggregating \$558.40 for the Fee Period. The United States Trustee objects to the allowance of \$17,886.86 in fees for the reasons set forth below.

Lumped Time Entries

Orrick's application includes a number of impermissibly "lumped" time entries. Annexed hereto as Exhibit H is a copy of Orrick's time records marked with the annotations "L" to highlight the non-compliant, lumped time entries. The lumped time entries identified in Exhibit H total \$9,582.65. As a result of the lumped time entries, the United States Trustee requests that the Court reduce the fee for those services by \$9,582.65.

Transitory Timekeepers

The United States Trustee objects to the aggregate of \$8,304.21 in fees charged by seven attorney timekeepers that billed fewer than five hours during the Fee Period. See Jefsaba, 172 B.R. at 801 ("It is inappropriate for each new addition to the team to bill for time spent reviewing the file or otherwise familiarizing him or herself with the matter."). Absent further information regarding the necessity for the brief appearances by these timekeepers and the concomitant learning curve attendant to their transitory duties, the fees should be disallowed.

L. Pepper Hamilton

Pepper Hamilton seeks the allowance of fees aggregating \$1,919,909.50 and reimbursement of expenses aggregating \$24,752.12 for the Fee Period. The United States Trustee objects to the allowance of \$21,402.50 in fees and \$5,956.68 in expenses for the reasons set forth below.

Transitory Timekeeper

The United States Trustee objects to the fees of \$1,680.00 for one Pepper Hamilton timekeeper who billed fewer than five hours during the Fee Period.⁹ The transitory nature of these services raises the question of what value, if any, this timekeeper provided to the estate. See Jefsaba, 172 B.R. at 801 ("It is inappropriate for each new addition to the team to bill for

⁹ The timekeeper at issue is R. Hertzberg.

time spent reviewing the file or otherwise familiarizing him or herself with the matter.”). Absent satisfactory explanation, the United States Trustee requests that the Court reduce the request by \$1,680.00 related to services rendered by the transitory timekeeper.

Responding to Fee Objection

The United States Trustee objects to \$19,722.50 in fees charged to the estate relating to Pepper Hamilton’s review and response to the United States Trustee’s objection to Pepper Hamilton’s and Hudson Cook’s first interim fee applications.¹⁰ Attached hereto as Exhibit I is a copy of the relevant time entries marked with the annotation “UST Objection.” Professionals should not be compensated for responding to inquiries or objections from the United States Trustee regarding professional fees. See, e.g., St. Rita’s, 260 B.R. at 651–52 (holding that time incurred in defending fee requests is non-compensable); see also Fibermark, 349 B.R. at 398 (noting that time spent defending a fee application that does not conform to Section 330, Fed. Bankr. P. 2016, the UST Guidelines, or pertinent case law is not compensable). Accordingly, the United States Trustee requests the Court reduce the fee request by \$19,722.50.

Travel

Pepper Hamilton seeks \$24,752.12 in expense reimbursement. Of that amount, \$10,182.16 represents airfare expenses during the Fee Period. Though Pepper Hamilton is a national law firm with a New York office, during the Fee Period, Pepper Hamilton staffed the case in a manner that required monthly travel by Pepper Hamilton staff between Los Angeles and Philadelphia. The decision to staff the case in this manner has resulted in significant cost to the estate for travel expenses. See Am. Preferred Prescription, 218 B.R. at 686–87 (stating that expenses are “necessary” if they were “reasonably needed to accomplish proper representation of

¹⁰ The United States Trustee has annotated the time entries for R. Hertzberg as “UST Objection,” but the United States Trustee does not include the fees associated with these time entries (\$1,680.00) in this objection category, as the United States Trustee has already objected to these fees as transitory timekeeper fees. See, supra.

the client.”). Therefore, the United States Trustee seeks a reduction of 50% for Pepper Hamilton’s airfare expenses for a total of \$5,091.08. In addition, the United States Trustee objects to the requests for reimbursement of \$865.60 for a hotel expense on November 26, 2012 for a two night stay at the Four Seasons Hotel in Philadelphia, as that expense was incurred outside of the Fee Period.

M. Perkins Coie

Perkins Coie seeks the allowance of fees aggregating \$441,806 and reimbursement of expenses aggregating \$795.62 for the Fee Period. The United States Trustee objects to the allowance of \$49,141.00 fees for the reasons set forth below.

Transitory Timekeepers

The United States Trustee objects to the aggregate of \$1,328.50 in fees charged by three timekeepers that billed fewer than five hours during the Fee Period.¹¹ See Jesaba, 172 B.R. at 801 (“It is inappropriate for each new addition to the team to bill for time spent reviewing the file or otherwise familiarizing him or herself with the matter.”). Absent further information regarding the necessity for the brief appearances by these timekeepers and the concomitant learning curve attendant to their transitory duties, the fees should be disallowed.

Vague Time Entries

Perkins Coie’s fee application and time records include many vague entries. Annexed hereto as Exhibit J is a copy of vague time records marked with the letter “V” to highlight the non-compliant vague time entries where the applicant failed to provide adequate description of the services rendered. In light of the foregoing, the United States Trustee requests that the Court reduce the fees for those services by approximately \$34,902.50.

¹¹ The timekeepers at issue are: S. Haider, A. Ellias and M. Yeryomenko.

Retention Application Costs

Perkins Coie seeks approval of approximately \$39,428.50 for 66.10 hours under the project category “Fee/Employment Applications.” A review of the time records shows approximately 60 hours or approximately \$35,000 were devoted to the preparation of the firm’s retention application. This amount represents approximately 7.92% of Perkins Coie’s total fee request for the Fee Period.

The relevant time entries indicate that a significant portion of the time entries relate to drafting and revising the retention application. In addition, A. Coombs, a senior counsel of Perkins Coie whose hourly rate is \$470, spent 8.4 hours conducting research on a 327 retention issue. The retention costs appear excessive in light of the fact that Perkins’ retention in these cases was not controversial. In light of the foregoing, a more appropriate amount would be 5% of the total fee application, or approximately \$22,090. Therefore, the United States Trustee requests that the Court reduce Perkins Coie’s fee request under this project category by \$12,910.

N. Severson

Severson seeks the allowance of fees aggregating \$513,814.80 and reimbursement of expenses aggregating \$44,994.41 for the Fee Period. The United States Trustee objects to the allowance of \$4,867.20 in fees and \$21.29 in expenses for the reasons set forth below.

Transitory Timekeepers

The United States Trustee objects to the aggregate of \$4,867.20 in fees charged by six attorney timekeepers that billed fewer than five hours during the Fee Period.¹² See Jefsaba, 172 B.R. at 801 (“It is inappropriate for each new addition to the team to bill for time spent reviewing the file or otherwise familiarizing him or herself with the matter.”). Absent further information

¹² The timekeepers in issue are: M. McGuinness; S. Mctigue; E. Roman; A. Strayer; J. Van Zandt; and K. Wendlenner.

regarding the necessity for the brief appearances by these timekeepers and the concomitant learning curve attendant to their transitory duties, the fees should be disallowed.

Services Rendered Prior to Fee Period

The time records include a large number of entries for periods prior to the Fee Period. A large number of the invoices attached as Exhibit E to the Severson fee application include time entries for work performed in December of 2012 and a smaller number for work performed in October and November of 2012. By way of example only, attached as Exhibit K is an invoice including fees that should have been sought in prior fee periods. Severson should verify that these fees are not duplicative of any fees sought during the First or Second Interim fee period, and should explain the reason for including them in the compensation request for this Fee Period. The Court, the United States Trustee and parties-in-interest should not be required to scour hundreds of pages of time records from previous fee periods to ascertain whether any duplicate billing has occurred. Absent the verification and a satisfactory explanation, the United States Trustee objects to these fees.

Invoices Addressed to Ocwen

Virtually all of the invoices included in Exhibit E-2 are addressed to Ocwen Financial Corporation, and list Ocwen Loan Servicing (collectively with Ocwen Financial Corporation “Ocwen”) as the client. By way of example only, attached as Exhibit K is a Severson invoice directed to Ocwen. The United States Trustee is mindful of the November 21, 2012 order approving an asset purchase agreement between the Debtors and Ocwen, ECF Doc. No. 2246, and the potential for transition related issues. Nonetheless, Severson must specify in its fee application whether it has received, or is seeking payment from sources other than the Debtors, and the basis for seeking the entire fee from the estate. See Fed. R. Bankr. P. 2016(a) (requiring

a statement in the fee application “as to what payments have theretofore been made or promised to the applicant for services rendered or to be rendered in any capacity whatsoever in connection with the case, the source of the compensation so paid or promised . . .”).

Duplicate Expense Entries

The United States Trustee objects to two sets of expense entries on Exhibit D to Severson’s fee application. Specifically, two entries on January 25, 2013 bearing “Bill Number 343598” for \$7.50 appear to be duplicates. Also, two entries on February 11, 2013 bearing “Bill Number 343689” for \$13.79 also appear duplicates. A total of \$21.29, representing one-half of the duplicated entries, should be disallowed.

O. AlixPartners

AlixPartners seeks an allowance of fees in the total amount of \$4,379,636.25 and reimbursement of out-of-pocket expenses in the total amount of \$22,586.38 during the Fee Period. The United States Trustee objects to the allowance of \$158,414.50 in fees for the reasons set forth below.

Multiple Attendees at Meetings

AlixPartners requests compensation of \$144,434.50 for 196.5 hours under the billing category “UCC Meetings.” The billing records associated with this project category indicates that regularly three or more AlixPartners personnel at the same meetings. It is unclear based on the United States Trustee’s analysis of these billing records the value provided by the multiple attendees at these meetings. Accordingly, the United States Trustee requests that the Court reduce AlixPartners’ request under this project category by half, or approximately \$72,217.00.

Transitory Timekeepers

A review of AlixPartners' time records indicates that three timekeepers billed less than five hours during this Fee Period.¹³ Timekeepers who work on large matters for only a few hours are often referred to as "transitory timekeepers." See In re Jefsaba, 172 B.R. at 801 ("It is inappropriate for each new addition to the team to bill for time spent reviewing the file or otherwise familiarizing him or herself with the matter."). Absent satisfactory explanation, the United States Trustee requests that the Court reduce AlixPartners' compensation \$5,402.00, which is the amount of fees generated by the three transitory timekeepers.

Lumped Time Entries

AlixPartners' fee application includes various "lumped" time entries for multiple tasks without time increments for each task. The "lumped" time entries identified in Exhibit L with the notation "lumped" total \$27,513.50. As a result of the "lumped" time entries, the United States Trustee requests that the Court reduce the fee for those services by \$27,513.50. Additionally, timekeeper "AM" billed 4.6 hours on January 16, 2013 in billing area 22 called "Forensic Investigation – Post Deconsolidation." Such time entry is another lumped entry. The United States Trustee, however, could not locate a timekeeper with the initials "AM" and as such could not calculate the value of such time entry. The United States Trustee requests a reduction for the value of 4.6 hours of the hourly rate of "AM."

Vague Time Entries

AlixPartners' fee application includes various "vague" time entries which lack enough information and specificity to determine their reasonableness. The "vague" time entries identified in Exhibit L with the notation "vague" total \$52,309.00. As a result of the "vague"

¹³ The timekeepers at issue are: M. Brown, K. Lee and G. Stedman.

time entries, the United States Trustee requests that the Court reduce the fee for those services by \$52,309.00.

Incomplete Time Entry

AlixPartners fee application includes a time entry on January 7, 2013 for 1.4 hours for Mercedes Arango in billing area 22 called “Forensic Investigation – Post Deconsolidation” where the description of the tasks performed is not complete and ends mid-description. The United States Trustee requests that the Court reduce the fees by \$973.00, which is the value of that time entry.

P. Epiq

Epiq seeks the allowance of fees aggregating \$39,644.20 and reimbursement of out-of-pocket expenses aggregating \$15,647.79 for the Fee Period. The United States Trustee objects to the allowance of \$11,285.99 in fees for the reason set forth below.

Fee Application Preparation

Epiq seeks compensation of \$13,268.20 under the project category “642 Fee Application Prep and Related Issues.” The amount sought under this project category represents 33.4% of the fees charged by Epiq during this Fee Period. Pursuant to this Court’s previous rulings with respect to fee application costs, the maximum that Epiq was entitled to charge under this project category was \$1,982.21 (5% of \$39,644.20). See Mesa Air, 449 B.R. at 445 (finding that 3–5% of the total fees sought for preparing fee application is a “useful metric,” and 8% in that case was “too high”). The United States Trustee objects to \$11,285.99 because the fees under this project category exceed the percentage permitted under Mesa Air. Therefore, the United States Trustee requests the Court reduce Epiq’s fee request under this project category by \$11,285.99.

Q. Kramer Levin

Kramer levin seeks the allowance of fees aggregating \$15,197,547.00 and reimbursement of out-of-pocket expenses aggregating \$806,168.59 during the Fee Period. The United States Trustee objects to the allowance of \$189,202.50 and \$71,950.73 in expenses for the reason set forth below.

Law Graduate Hourly Rate Charges

During this Fee Period, Kramer Levin used the services of three law graduates that are not yet admitted to practice law in any jurisdiction. For these individuals, Kramer Levin charged the same rate, \$425.00 (Bankruptcy Department) and \$560.00 (Litigation Department) per hour, as the rate charged for first year associates. In total, these individuals billed these estate \$575,986.50.00 for their services. The hourly billing rates for these individuals should be reduced to the rate of the firm's non-attorney employees. See Ousmane v. City of New York, No. 402648/04, 880 N.Y.S. 2d 874, 2009 WL 722294, at *11 (N.Y. Sup. 2009) (concluding that an attorney's hourly rate prior to admission to the bar cannot be the same as a fully admitted counsel and noting that while it was clear that even before the bar admission the attorney at issue possessed skills and experience far exceeding that of a typical law school graduate, "[n]evertheless, the fact remains that the [attorney]'s work done prior to his admission simply cannot be compensated at the same rate as that of a fully admitted attorney. The integrity of our system of legal representation requires that this be the case."). The highest rate charged for a non-attorney paraprofessional is \$320 per hour. Therefore, the United States Trustee requests that the Court reduce Kramer Levin's fees in the aggregate amount of \$189,202.50.

Overtime Meals and Car Service/Cab Fares

Kramer Levin seeks reimbursement of “Overtime Meals/In-House” in the amount of \$12,366.86 and “Car Service/Cab Fares” in the amount of \$18,135.67. Kramer Levin has not complied with the requirements of General Order M-447(F)(3)(ii) with respect to meal expenses and established that the charges were for meals incurred after 8:00 p.m. or before 8:00 p.m. and followed by one and one half hours of work. Kramer Levin has also not complied with General Order M-447(F)(3) regarding overtime ground transportation by establishing that the charges were incurred after 8:00 p.m. Kramer Levin should comply with the General Order M-447(F)(3) prior to it being allowed its requested reimbursements meals and transportation expenses.

Meeting Attendee Meal Expenses

Kramer Levin seeks reimbursement of expenses for “Meetings” in the amount of \$41,448.20. Exhibit C-2 to Kramer Levin’s fee application appears to reflect meal expenses by identifying the number of attendees, which in one instance included 206 individuals. Nevertheless, the fee application should indicate the number and identity of the professionals attending the meetings. Absent such information, the United States Trustee requests that the meal reimbursement be denied.

R. Pachulski Stang

Pachulski Stang seeks compensation in the aggregate sum of \$349,099.50 and reimbursement of expenses of \$4,055.05 during the Fee Period. The United States Trustee objects to fee request of \$2,213 and the reimbursement of expenses in the amount of \$471.70.

Transitory Timekeepers

The United States Trustee objects to the aggregate of \$2,213 in fees charged by two timekeepers who billed fewer than five hours during the Fee Period.¹⁴ See Jesaba, 172 B.R. at 801 (“It is inappropriate for each new addition to the team to bill for time spent reviewing the file or otherwise familiarizing him or herself with the matter.”). Absent further information regarding the necessity for the brief appearances by these timekeepers and the concomitant learning curve attendant to their transitory duties, the fees should be disallowed.

Reproduction/Scan/Copying

Pachulski Stang seeks reimbursement of \$471.70 relating to “Reproduction Scan/Copying.” The expense records describe the reproduction as “SCAN/COPY.” Scanning costs constitutes a cost of doing business, is firm overhead and therefore, is non-reimbursable. Fibermark, 349 B.R. at 396–97 (concluding that, among other activities, “scanning and saving files into the firm’s computer system” is not compensable). Unless Pachulski Stang can demonstrate that the costs incurred under this category were actual out-of-pocket expenses paid by the firm for copying, the United States Trustee requests that the Court reduce the applicant’s request for reimbursement of expenses by \$471.70.

S. San Marino

San Marino seeks the allowance of fees aggregating \$43,342.50 and reimbursement of expenses aggregating \$73.32 for the Fee Period. The United States Trustee objects to the allowance of \$12,215.39 in fees for the reason set forth below.

Fee Application Preparation

Under the project category “Retention/Fee Applications,” San Marino seeks compensation of \$14,332.50. The United States Trustee’s review of these time records indicates

¹⁴ The timekeepers at issue are: H. Hochman, and D. Harris.

that the time charged incurred under this project category were exclusively for fee application costs. In total, the charges under this project category represent 34.0% of San Marino's charges during this Fee Period. In accordance with this Court's ruling in Mesa Air, at most, San Marino may seek allowance of fees under this project category in the amount of \$2,117.11 (5% of \$42,342.50). See Mesa Air, 449 B.R. at 445 (finding that 3–5% of the total fees sought for preparing fee application is a “useful metric,” and 8% in that case was “too high”). Accordingly, the United States Trustee requests the Court reduce the San Marino's fee request under this project category by \$12,215.39.

T. Silverman

Silverman seeks the allowance of fees aggregating \$315,950.00 and reimbursement of expenses aggregating \$1,613.51 for the Fee Period. The United States Trustee objects to the allowance of \$175,790.50 in fees and \$864.35 in expenses for the reasons set forth below.

Transitory Timekeepers

The United States Trustee objects to the fees of \$1,575.00 for the two senior Silverman partners that together billed 2.50 hours during this Fee Period. The transitory nature of these services raises the question of the extent of the value these timekeepers provided to the estate. See Jefsaba, 172 B.R. at 801 (“It is inappropriate for each new addition to the team to bill for time spent reviewing the file or otherwise familiarizing him or herself with the matter.”). Absent satisfactory explanation, the United States Trustee requests that the Court reduce the request by \$1,575.00 related to services rendered by transitory timekeepers.

Vague and Lumped Time Entries

Silverman's time records include various impermissibly vague time entries. Annexed hereto as Exhibit M is a copy of time records marked with the annotations “V” or “V/L” to

highlight the non-compliant, vague or vague/lumped time entries. The time entries in question total \$118,626.50. Accordingly, the United States Trustee requests that the Court reduce the fees for those services by \$118,626.50.

Review and Editing of Billing Invoices

Silverman seeks compensation of \$10,045.00 under the project category “Fee Applications.” Of this amount, the United States Trustee objects to \$2,420.50 related to review and revision of billing records to conform with the requirements of the Guidelines. Annexed hereto as Exhibit M is a copy of Silverman’s time records marked with the letter “R” to highlight the time entries that involved the impermissible review and revision of billing invoices. See CCT, 2010 WL 3386947, at *9 (reviewing and editing time records is not compensable). Therefore, the United States Trustee requests that the Court reduce Silverman’s compensation under this project category by \$2,420.50.

Borrower Call Hotline

As a general matter, the United States Trustee notes that the services that Silverman provided to the estates in its fee application narrative (borrower claim analysis, borrower class claims analysis, borrower claims objections procedures order, borrower adversary proceedings, communications with borrowers) do not match its project categories (asset sale, case administration, claims administration, fee application, general, litigation, retention orders, and settle actions). This resulted in difficulty determining whether the services provided were reasonable under the circumstances.

More specifically, under the project category “Case Administration,” Silverman includes the borrower communication services such as monitoring a hotline and providing information to borrowers. As noted above, the United States Trustee’s review of the time records was hindered

because these services were not placed in a separate category. As a result, it is unclear the total costs that Silverman expended in providing these services are unclear. In addition, Silverman should provide additional information on the number of calls received and the number of inquiries it answered from borrowers. Without such categorization of time records and call log information, the reasonableness of the borrower communications cannot be determined. Accordingly, unless and until Silverman provides such information, the United States Trustee requests that the Court deny the amount of the entire project category, which amounts to \$53,168.50.

Parking/Mileage/Tolls

Silverman seeks a combined amount for parking, mileage, and tolls in the \$536.55. These expenses were not explained in Silverman's fee application. As a result, the United States Trustee cannot determine whether these expenses comply with this Court's statements with respect to New York City transportation expenses. See Hr'g Tr. 122:4-7 (Dec. 20, 2012) ("I will not approve reimbursement for car services, taxis, or parking for travel within New York City unless it's supported with details that show it was travel either before 8 a.m. or travel after 8 p.m. or to or from court."). Accordingly, absent a satisfactory explanation, the United States Trustee requests that the Court reduce Silverman's expenses by \$536.55.

Photocopies

Silverman seeks reimbursement of \$330.80 for photocopy expenses during this Fee Period. Silverman's expense records do not indicate the number of copies made or the rate per copy charged to ensure compliance with the Guidelines. See General Order M-447 at F(2) ("Photocopying shall be reimbursable at the lesser of \$.10 or cost.") (emphasis added). Unless

and until, Silverman confirms that it charged \$.10 per copy, the United States Trustee requests the Court deny the expense reimbursement in the amount of \$330.80.

U. Chadbourne

Chadbourne seeks the allowance of fees aggregating \$23,771,407.50 and reimbursement of out-of-pocket expenses aggregating \$1,528,915.11 for the Fee Period. The United States Trustee objects to the allowance of \$1,757,365.50 in fees for the reason set forth below.

Multiple Attendees at Internal Meetings

Chadbourne requests compensation of \$1,589,330.50 under the project category “Substantive Investigation Planning and Coordination.” The United States Trustee’s review of the time records under this project category reveals significant use of multiple attendees at internal meetings. By way of example only, on January 2, 2013, no fewer than seven

Chadbourne professionals attended the following meetings:

Internal Status Meeting/Call with Examiner/Post-Call Meeting:

- | | | | | | |
|----|--------------|----|--------------|----|-----------|
| 1. | H. Siefe | 2. | M. Roitman | 3. | D. LeMay |
| 4. | R. Schwinger | 5. | M. Towers | 6. | M. Ashley |
| 7. | S. Rivera | 8. | T. McCormack | | |

Third-Party Claims Team Meeting

- | | | | | | |
|----|---------------|----|-----------|----|--------------|
| 1. | M. Ashley | 2. | R. Kirby | 3. | S. Rivera |
| 4. | M. Cohen | 5. | P. Asnani | 6. | M. Szymanski |
| 7. | G. DiBernardi | | | | |

Report Structuring Team

- | | | | | | |
|----|-----------|----|-------------|----|------------|
| 1. | N. Zink | 2. | R. Kirby | 3. | M. Ashley |
| 4. | R. Ball | 5. | M. Towers | 6. | F. Vasquez |
| 7. | S. Rivera | 8. | K. McSweeny | | |

For the above meetings, Chadbourne billed the estate \$19,373.00. Also, on January 8, 2013, Chadbourne billed the estate \$12,604.50 for the following meetings:

Weekly Status Call with Mesirow

1.	S. Rivera	2.	C. Child	3.	M. Roitman
4.	R. Schwinger	5.	D. LeMay	6.	T. McCormack
7.	N. Zink	8.	M. Distefano	9.	M. Ashley
10.	R. Ball	11.	M. Towers	12.	H. Seife

Third-Party Claims Team Meeting

1.	E. Miller	2.	M. Ashley	3.	M. Distefano
4.	P. Asnani				

In another example, on January 9, 2013, the following professionals attended the meetings below:

Call with Examiner

1.	H. Siefe	2.	D. LeMay	3.	T. McCormack
4.	R. Schwinger	5.	M. Roitman	6.	M. Ashley
7.	S. Rivera	8.	M. Towers		

Finance Team Meeting

1.	J. Migdal	2.	V. Dunn	3.	S. Berson
4.	P. Kaminski				

Third-Party Claims Team Meeting

1.	A. Coronios	2.	P. Asnani	3.	G. DiBernardi
4.	S. Rivera	5.	R. Kirby	6.	M. Szymanski
7.	M. Distefano	8.	E. Daucher	9.	M. Cohen
10.	B. Dye	11.	R. Gayda	12.	M. Ashley
13.	J. Stenger				

Report Structuring Team

1.	M. Ashley	2.	E. Miller	3.	N. Zink
4.	M. Towers	5.	F. Vasquez	6.	D. LeMay
7.	R. Kirby	8.	H. Siefe	9.	R. Ball
10.	K. McSweeny				

The above pattern continues for the remainder of the Fee Period. The United States Trustee previously objected to the use of multiple attendees under this project category in Chadbourne's second interim fee application. The United States Trustee acknowledges the broad scope of the Examiner's investigation and necessity of significant internal coordination; however, the United States Trustee requests that Chadbourne reduce its billings for the entire Fee

Period where more than three professionals charged billable time at a meeting. In the absence of such a reduction, the United States Trustee requests that the Court reduce the request under this project category by \$1,589,330.50.

Law Graduate Hourly Rate Charges

During this Fee Period, Chadbourne used the services of four law graduates not yet admitted to practice law in any jurisdiction. For these individuals, Chadbourne charged the same rate, \$395.00 per hour, as the rate charged from first year associates. In total, these individuals billed these estate \$961,509.00 for their services. The hourly billing rates for these individuals should be reduced to the rate of the firm's non-attorney employees. See Ousmane, 2009 WL 722294, at *11 (concluding that an attorney's hourly rate prior to admission to the bar cannot be the same as a fully admitted counsel and noting that while it was clear that even before the bar admission the attorney at issue possessed skills and experience far exceeding that of a typical law school graduate, "[n]evertheless, the fact remains that the [attorney]'s work done prior to his admission simply cannot be compensated at the same rate as that of a fully admitted attorney. The integrity of our system of legal representation requires that this be the case."). The highest rate charged for a non-attorney paraprofessional is \$330 per hour. Therefore, the United States Trustee requests that the Court reduce Chadbourne's fees in the aggregate amount of \$158,223.00.

Responding to Fee Objection

Chadbourne seeks \$102,873.50 under the project category "Fee/Retention Applications." Of this amount, the United States Trustee objects to \$9,811.50 in charges relating to Chadbourne's review and response to the United States Trustee's objection to second interim fee application. Attached hereto as Exhibit N is a copy of the relevant time entries marked with the

annotation “FO.” Professionals should not be compensated for responding to inquiries or objections from the United States Trustee regarding professional fees. See, e.g., St. Rita’s, 260 B.R. at 651–52 (holding that time incurred in defending fee requests is non-compensable); see also Fibermark, 349 B.R. at 398 (noting that time spent defending a fee application that does not conform to Section 330, Fed. R. Bankr. P. 2016, the UST Guidelines, or pertinent case law is not compensable). Accordingly, the United States Trustee requests the Court reduce the fee request by \$9,811.50.

V. Mesirow

Chadbourne seeks the allowance of fees aggregating \$23,210,644.00 and reimbursement of out-of-pocket expenses aggregating \$299,682.00 for the Fee Period. The United States Trustee objects to the allowance of \$101,968.50 in fees and \$298,057.00 in expenses for the reason set forth below.

Review and Editing of Billing Invoices

Mesirow seeks compensation of \$15,756 under the project category “Fee/Retention Application.” Of this amount, the United States Trustee objects to \$101,977.00 because the time records indicate that such work was expended relating to reviewing, revising and/or editing the billing records during the interim period. A copy of the time entries annotated with an “R” are attached as Exhibit O (the exhibit has not been filed online because certain of the time entries may have been redacted, but copies have been provided to the Court and Mesirow). As discussed above, these services are overheard and thus are not compensable by the estate. See CCT, 2010 WL 3386947, at *9 (reviewing and editing time records is not compensable). Therefore, the United States Trustee requests that the Court reduce Mesirow’ compensation in this project category by \$101,968.50.

Identical Entries for Calls and Meetings

Across several project categories, it appears that Mesirow personnel use a single identical description and time duration for each participant of a call or meeting. These identical descriptions raise the following questions: (i) whether each timekeeper personally enters the identical time entry description and duration or whether staff personnel expand upon the original time entry with appropriate changes; and (ii) if the identical entry is not personally entered by the timekeeper, what procedure exists to verify whether a participant has not stayed for the entire duration of a call or a meeting? By way of example only, the chart below depicts a typical duplicate entry:

Timekeeper	Date	Category	Description	Time	Rate	Amount
Bourgeois, J.	1/2/2013	Substantive Investigation Planning and Coordination	Call with M. Knoll, B. Lacativo, D. Rychalsky, K. McColgan, K. Mathieu and R. Hughes (all of MFC) on analysis of strategic and economic factors surrounding consideration of bankruptcy filing and other alternatives in August 2011 forward.	0.7	\$655.00	\$458.50
Hughes, R.	1/2/2013	Substantive Investigation Planning and Coordination	Call with M. Knoll, B. Lacativo, D. Rychalsky, K. McColgan, K. Mathieu and J. Bourgeois (all of MFC) on analysis of strategic and economic factors surrounding consideration of bankruptcy filing and other alternatives in August 2011 forward.	0.7	\$695.00	\$486.50
Knoll, M.	1/2/2013	Substantive Investigation Planning and Coordination	Call with R. Hughes, B. Lacativo, D. Rychalsky, K. McColgan, K. Mathieu and J. Bourgeois (all of MFC) on analysis of strategic and economic factors surrounding consideration of bankruptcy filing and other alternatives in August 2011 forward.	0.7	\$895.00	\$626.50
Lacativo, B.	1/2/2013	Substantive Investigation Planning and Coordination	Call with M. Knoll, R. Hughes, D. Rychalsky, K. McColgan, K. Mathieu and J. Bourgeois (all of MFC) on analysis of strategic and economic factors surrounding consideration of bankruptcy filing and other alternatives in August 2011 forward.	0.7	\$895.00	\$626.50

Mathieu, K.	1/2/2013	Substantive Investigation Planning and Coordination	Call with R. Hughes, B. Lacativo, D. Rychalsky, K. McColgan, M. Knoll and J. Bourgeois (all of MFC) on analysis of strategic and economic factors surrounding consideration of bankruptcy filing and other alternatives in August 2011 forward.	0.7	\$855.00	\$598.50
McColgan, K.	1/2/2013	Substantive Investigation Planning and Coordination	Call with M. Knoll, R. Hughes, B. Lacativo, D. Rychalsky, K. Mathieu and J. Bourgeois (all of MFC) on analysis of strategic and economic factors surrounding consideration of bankruptcy filing and other alternatives in August 2011 forward.	0.7	\$855.00	\$598.50
Rychalsky, D.	1/2/2013	Substantive Investigation Planning and Coordination	Call with M. Knoll, R. Hughes, B. Lacativo, K. McColgan, K. Mathieu and J. Bourgeois (all of MFC) on analysis of strategic and economic factors surrounding consideration of bankruptcy filing and other alternatives in August 2011 forward.	0.7	\$655.00	\$458.50

The United States Trustee requests explanation of the manner in which time entries for calls and meetings attended by multiple timekeepers are recorded and reserves the right to request changes to the procedure or adjustments if appropriate.

Meal and Ground Transportation Expenses

Mesirow seeks expense reimbursement for meals in the amount of \$24,170.00 and for ground transportation in the amount of \$42,940.00. Mesirow has not complied with the requirements of General Order M-447(F)(3)(ii) with respect to meal expenses and established that the charges were for meals incurred after 8:00 p.m. or before 8:00 p.m. and followed by one and one half hours of work. Mesirow has also not complied with General Order M-447(F)(3) regarding overtime ground transportation by establishing that the charges were incurred after 8:00 p.m. After Mesirow has established compliance with General Order M-447(F)(3), it should further reduce its meal and ground transportation expense for the reasons set forth below.

The United States Trustee have reviewed each expense request for meals and ground transportation for eight of the timekeepers. As set forth in the attached Exhibit O (the exhibit has not been filed online because it may include non-redacted time entries), the United States Trustee

objects to the request for reimbursement of expenses for meals and ground transportation where the timekeeper has billed less than 4 hours per day (including circumstances where the meals were for individuals who did not bill any services on the day the meal expense was charged) and where the timekeeper seeks transportation costs from commuting from home to the office.

Exhibit O identifies each request for reimbursement of meal expenses on behalf of individuals who billed less than four hours on the day the reimbursement was requested, including 13 instances where the individuals (Blake, Crisman, Boyer, Fish, Fulson (not a timekeeper), Han, Jones, Martin, Pititto (not a timekeeper)) did not record any time entries on that day. A reduction of \$20.00 for each unjustified request for meal expense reimbursement would result in a reduction of \$739.00. Exhibit O also identifies one instance where the timekeeper recorded no time entries and incurred a transportation expense of \$8.00, one instance where the timekeeper billed 3.3 hours and incurred a transportation expense of \$9.00, and four instances where the timekeeper sought reimbursement for travel from home to the office. The unjustified request for transportation reimbursement results in a reduction of \$108.00.

As noted above, the United States Trustee was only able to conduct an examination of a sample of the timekeepers and managed to review the expenses of eight of the timekeepers. Based on the examination of the sampling of meal expenses conducted, assuming that Mesirow establishes compliance with the General Order M-447(F)(3) 8:00 p.m. restrictions, the United States Trustee recommends that the meal expense be reduced by 25% (a reduction of \$6,042.50) or the actual reduction based on the examination of each of the requests for reimbursement of meal expenses. Once again assuming compliance with the 8:00 p.m. restriction pursuant to General Order M-447(F)(3), the United States Trustee recommends that the Ground

Transportation expenses be reduced by 5% (a reduction of \$2,147.00) or the actual reduction based on the examination of each of requests for reimbursement of transportation expenses.

Air and Lodging Expenses

Mesirow requests reimbursement of expenses for “Air” travel in the amount of \$98,365.00 and “Lodging” in the amount of \$132,582.00. A significant portion of the expenses are for travel and lodging by Mesirow personnel located in cities such as Chicago, Miami, Ft. Lauderdale, Boston, Atlanta, Dallas, Washington, D.C., Los Angeles, and Las Vegas. Mesirow’s use of personnel in other cities is within the discretion of the firm and should not be borne by the estate absent a satisfactory explanation. Exhibit O includes a list of the travel expenses accompanied by the corresponding time entries for the traveler. While Mesirow’s attendance at witness interviews might be justified, the time entries should establish the need for the related travel. In many cases, the time entries do not support the necessity of the travel expenses. The United States Trustee objects to the reimbursement of Air travel and Lodging expenses without further justification.

W. Wolf Haldenstein

Wolf Haldenstein seeks the allowance of fees aggregating \$77,787.00 and reimbursement of out-of-pocket expenses aggregating \$1,623.006 for the Fee Period. The United States Trustee objects to the allowance of \$4,318.65 in fees for the reason set forth below.

Fee Application Preparation

Wolf Haldenstein seeks compensation of \$8,748.00 under the project category “Fee and Retention Applications.” A review of the time records under this category indicates that the time charges are for monthly fee statement and fee application preparation, except for a one-hour \$540.00 charge for attending a court hearing. The resulting charge of \$8,208.00 represents

10.55% of the entire fee request of \$77,787 for this Fee Period. In accordance with this Court's ruling in Mesa Air, at most, Wolf Haldenstein may seek allowance of fees under this project category in the amount of \$3,889.35 (5% of \$77,787.00). See Mesa Air, 449 B.R. at 445 (finding that 3–5% of the total fees sought for preparing fee application is a “useful metric,” and 8% in that case was “too high”). Accordingly, the United States Trustee requests the Court reduce Wolf Haldenstein's fee request by \$4,318.65.

V. CONCLUSION

WHEREFORE, the United States Trustee respectfully submits that the Court enter an order (i) reducing the fees allowed to the Retained Professionals by the amounts set forth herein, (ii) directing the Retained Professionals to supplement the Applications as set forth herein, (iii) reducing the reimbursement of expenses to the Retained Professionals by the amounts set forth herein, and (iv) granting such other relief as is just.

Dated: New York, New York
August 28, 2013

Respectfully submitted,

TRACY HOPE DAVIS
UNITED STATES TRUSTEE

By: /s/ Brian S. Masumoto
Brian S. Masumoto
Michael T. Driscoll
Eric J. Small
Trial Attorneys
Office of the United States Trustee
U.S. Federal Office Building
201 Varick Street, Suite 1006
New York, NY 10014
Tel. No. (212) 510-0500

EXHIBIT A



POST OFFICE BOX 830709
BIRMINGHAM, ALABAMA 35283-0709

ResCap
1100 Virginia Drive
Fort Washington, PA 19034

MARCH 27, 2013
OR0808-301970

INVOICE # 841559

FED ID NO. 63-0243316

FOR LEGAL SERVICES AND COSTS POSTED THROUGH 01/31/13

Re: OR0808-301970
TC # 736468

PROFESSIONAL SERVICES

01/04/13	GEG	Begin initial review of case and e-mail to J.Scoliard regarding same	L120	.50 hrs	
01/07/13	GEG	Work on review of deadline issues, etc.	L120	.50 hrs	
01/07/13	SS	Telephone conference with clerk of court regarding response deadline	L120	.20 hrs	
01/07/13	SS	Research regarding response deadline	L120	1.00 hrs	E
01/07/13	SS	Review file	L120	.50 hrs	V
01/08/13	SS	Research law on bankruptcy disclaimers	L120	.80 hrs	
01/08/13	SS	Review complaint and analyze legal issues	L120	1.00 hrs	V
01/08/13	GEG	E-mails to and from J.Scoliard regarding initial conference on case and need call history	L120	.30 hrs	
01/08/13	GEG	Research regarding language in GMAC letters regarding no demand if borrower is in bankruptcy	L120	1.80 hrs	
01/08/13	GEG	Review motion for sanctions and attachments (mainly various letters from GMAC)	L120	.50 hrs	
01/08/13	GEG	Review bankruptcy case pleadings (confirmation order, proof of claim, plan, final decree, etc.)	L120	1.80 hrs	



POST OFFICE BOX 830709
BIRMINGHAM, ALABAMA 35283-0709


ResCap

PAGE 3
APRIL 30, 2013

OR0808-301970

FED ID NO. 63-0243316

02/28/13	SS	File motion to continue	L120	.30 hrs
03/04/13	GEG	E-mail to GMAC folks regarding continuance of hearing on motion for sanctions and any word on counteroffer authority	L120	.40 hrs
03/04/13	SS	Correspondence with GMAC team	L120	.20 hrs
03/05/13	GEG	E-mails from and to B.Smith regarding needing bankruptcy court approval for settlement	L120	.20 hrs
03/06/13	GEG	Voice mails from and to B.Smith regarding counteroffer	L120	.10 hrs
03/06/13	GEG	Phone conference with B.Smith regarding counteroffer	L120	.10 hrs
03/06/13	GEG	Work on issues related to settlement discussions	L160	.20 hrs
03/08/13	GEG	Phone conference with borrower's attorney regarding credit report and e-mail from same regarding same	L120	.30 hrs
03/09/13	GEG	Work on review of case law regarding credit reporting and discharge violation, etc.	L120	.50 hrs
03/11/13	GEG	Phone conference with J.Scoliard regarding status	L120	.10 hrs
03/11/13	GEG	Work on draft letter to borrower's counsel justifying settlement offer and distinguishing case borrower is primarily relying on	L120	1.90 hrs





POST OFFICE BOX 830709
BIRMINGHAM, ALABAMA 35283-0709

ResCap
1100 Virginia Drive
Fort Washington, PA 19034

APRIL 30, 2013
0R0809-301001

INVOICE # 865963

FED ID NO. 63-0243316

FOR LEGAL SERVICES AND COSTS POSTED THROUGH 04/30/13

Re: 0R0809-301001
TC # 728122

PROFESSIONAL SERVICES

02/01/13	JAM	Pull online docket and review for recent case activity and analyze to review recently docketed pleadings and case activity	L120	.10 hrs
02/04/13	JDV	Draft status report for client	L190	.10 hrs
02/17/13	MPE	Review of case to confirm assignment to the estate.	L110	.10 hrs
03/03/13	JDV	Draft status update for client	L190	.20 hrs
04/04/13	ERP	Review online docket for recent case activity and review for recently docketed pleadings	L120	.30 hrs

E

TOTAL FEES FOR THIS MATTER \$159.80

BILLING SUMMARY

Jamie Mathews	.10 hrs	150.00 /hr	15.00
Emily R. Powell	.30 hrs	163.00 /hr	48.90
Jose D. Vega	.30 hrs	264.00 /hr	79.20
Melisa P. Palmer	.10 hrs	167.00 /hr	16.70
TOTAL FEES	0.80 hrs		\$159.80



POST OFFICE BOX 830709
BIRMINGHAM, ALABAMA 35283-0709

ResCap
1100 Virginia Drive
Fort Washington, PA 19034

MARCH 27, 2013
0R0809-301004

INVOICE # 841375

FED ID NO. 63-0243316

FOR LEGAL SERVICES AND COSTS POSTED THROUGH 01/31/13

Re: 0R0809-301004
TC # 729386

PROFESSIONAL SERVICES

01/01/13	MSW	Draft status report for client.	L120	.10 hrs
01/16/13	LADA	Review docket and filings confirming matter is stayed pursuant to bankruptcy filing	L190	.40 hrs
01/30/13	MSW	Draft status report for client.	L120	.10 hrs

E

TOTAL FEES FOR THIS MATTER \$124.00

BILLING SUMMARY

Mark S. Wierman	.20 hrs	304.00 /hr	60.80
Lucinda Kish	.40 hrs	158.00 /hr	63.20
TOTAL FEES			0.60 hrs
TOTAL CHARGES FOR THIS INVOICE			\$124.00

***** TOTAL DUE UPON RECEIPT *****



BRADLEY ARANT
BOULT CUMMINGS

LLP

POST OFFICE BOX 830709
BIRMINGHAM, ALABAMA 35283-0709

ResCap
1100 Virginia Drive
Fort Washington, PA 19034

MARCH 27, 2013
0R0809-301008

INVOICE # 841381

FED ID NO. 63-0243316

FOR LEGAL SERVICES AND COSTS POSTED THROUGH 01/31/13

Re: 0R0809-301008
TC # 730145

PROFESSIONAL SERVICES

01/18/13	LADA Review docket and filings confirming matter is stayed pursuant to bankruptcy filing	L190	.40 hrs
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E

TOTAL FEES FOR THIS MATTER	\$63.20
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BILLING SUMMARY

Lucinda Kish	.40 hrs	158.00 /hr	63.20
TOTAL FEES	0.40 hrs		\$63.20
TOTAL CHARGES FOR THIS INVOICE			\$63.20

***** TOTAL DUE UPON RECEIPT *****



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BIRMINGHAM, ALABAMA 35283-0709

ResCap
1100 Virginia Drive
Fort Washington, PA 19034

APRIL 30, 2013
OR0809-301008

INVOICE # 865969

FED ID NO. 63-0243316

FOR LEGAL SERVICES AND COSTS POSTED THROUGH 04/30/13

Re: OR0809-301008
TC # 730145

PROFESSIONAL SERVICES

02/01/13	CSM	Draft case status report	L110	.10 hrs	
02/18/13	LADA	Analysis of current docket for evidence of additional filings and confirmation of current status of bankruptcy stay	L190	.50 hrs	E
03/14/13	MCG	Review case status and strategy for going forward	L120	.20 hrs	
03/27/13	CSM	Draft status report to client	B110	.10 hrs	
03/28/13	LADA	Review of docket regarding status of case under bankruptcy stay	L190	.40 hrs	E

TOTAL FEES FOR THIS MATTER \$270.80

BILLING SUMMARY

Michael C. Griffin	.20 hrs	348.00 /hr	69.60
Cory S. Menees	.20 hrs	295.00 /hr	59.00
Lucinda Kish	.90 hrs	158.00 /hr	142.20
TOTAL FEES	1.30 hrs		\$270.80
TOTAL CHARGES FOR THIS INVOICE			\$270.80

***** TOTAL DUE UPON RECEIPT *****



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BIRMINGHAM, ALABAMA 35283-0709

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MARCH 27, 2013

OG2013-301077

FED ID NO. 63-0243316

01/14/13	GEG	Phone conference with J.Scoliard regarding issues with individual defendants in lawsuit	L120	.20 hrs	
01/15/13	GEG	Receive and review court mail	L120	.10 hrs	✓
01/16/13	GEG	Receive and review court mail (notices of hearing in adversary proceeding)	L120	.10 hrs	
01/16/13	JW	Review and calendar hearing date on motion to dismiss	L120	.20 hrs	
01/18/13	JW	E-mails to and from G.Glover regarding hearing dates, charts for of documents, research on automatic stay violation claims from a previously filed bankruptcy, and redaction rules and issues	L120	.40 hrs	
01/18/13	JW	Review documents for chart needed for organizing strategy for hearing on the Show Cause motion and to determine needed documents	L120	.80 hrs	
01/18/13	JW	Draft a chart for G.Glover regarding documents on file and needed for organizing strategy for the hearing on the Show Cause Motion	L120	.60 hrs	
01/18/13	JW	Research cases regarding the survival of automatic stay violation claims after dismissal of the bankruptcy case, as well as bankruptcy courts' jurisdiction to hear such claims	L120	3.00 hrs	



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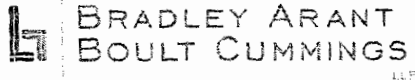
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MARCH 27, 2013

OG2013-301077

FED ID NO. 63-0243316

01/18/13	GEG	Receive and review court mail (notice of hearing on motion to show cause) and e-mails from and to J.Scoliard regarding same	L120	.20 hrs	
01/18/13	GEG	Work on review of pleadings and loan documents vis-a-vis preparing for upcoming hearing on motion to show cause	L120	.40 hrs	
01/21/13	GEG	Receive and review court mail (various)	L120	.10 hrs	V
01/21/13	JW	Research stay violation claim when underlying bankruptcy case has been dismissed	L120	.30 hrs	
01/22/13	JW	Conference call with J.Scoliard and G.Glover regarding needed documents and contacting Pite Duncan	L120	.30 hrs	
01/22/13	JW	E-mails to and from G.Glover and Pite Duncan regarding conference call	L120	.10 hrs	
01/22/13	GEG	Prepare for phone conference with J.Scoliard	L120	.20 hrs	V
01/22/13	GEG	Phone conference with J.Scoliard	L120	.10 hrs	V
01/22/13	GEG	E-mails to and from bankruptcy and foreclosure counsel regarding borrower's allegations	L120	.20 hrs	
01/22/13	GEG	Review various issues associated with upcoming hearings on motions to dismiss and responses to motion for order to show cause	L120	.20 hrs	



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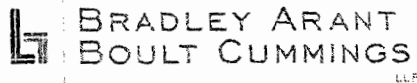
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MARCH 27, 2013

OG2013-301077

FED ID NO. 63-0243316

01/23/13	GEG	Prepare for phone conference with Pite Duncan attorney	L120	.20 hrs	✓
01/23/13	GEG	Phone conference with Pite Duncan attorney regarding foreclosure	L120	.30 hrs	
01/23/13	GEG	Work on various issues related to upcoming hearing	L120	.20 hrs	✓
01/23/13	JW	Conference call with G.Glover and Pite Duncan regarding foreclosure	L120	.70 hrs	
01/24/13	KAK	Electronically file pro hac vice motions	L210	.30 hrs	
01/24/13	GEG	E-mails from and to ETS contacts and voice mail to same regarding borrower's allegations	L120	.20 hrs	
01/24/13	GEG	Receive and review court mail and further analysis of borrower's stay violation claims	L120	.10 hrs	
01/28/13	GEG	Receive and review court mail and e-mail to E.Jimenez regarding same	L120	.10 hrs	✓
01/29/13	JW	Conference call with M.Revalo at ETS Services regarding facts for upcoming hearing	L120	1.00 hrs	
01/29/13	JW	Communicate with counsel for other defendants regarding facts for upcoming hearing	L120	.60 hrs	
01/29/13	GEG	Work on review of various issues at upcoming hearing in Texas and receive report from New York main bankruptcy case hearing on another adversary proceeding	L120	.20 hrs	



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APRIL 30, 2013
OG2013-301077

INVOICE # 866158

FED ID NO. 63-0243316

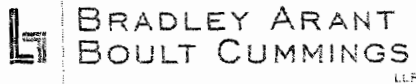
FOR LEGAL SERVICES AND COSTS POSTED THROUGH 04/30/13

Re: OG2013-301077
TC # 734856

PROFESSIONAL SERVICES

02/01/13	GEG	Review court mail (order to take default) and e-mails from and to counsel for co-defendant regarding upcoming trial	L120	.10 hrs
02/04/13	JW	Review docket and update deadlines and hearings	L120	.10 hrs
02/05/13	GEG	Preparation for upcoming hearing in Texas	L120	.40 hrs
02/06/13	JW	Revise assesment to client	L120	.80 hrs
02/08/13	JW	Update status report to client	L120	.20 hrs
02/08/13	GEG	Work on various issues relating to upcoming hearing on motion to dismiss and motion to show cause	L120	.10 hrs
02/14/13	JW	Review docket and filings regarding telephone appearance at hearing on motion to dismiss	L120	.10 hrs
02/15/13	JW	Prepare for hearing regarding motion to dismiss on February 19, 2013	L120	2.30 hrs
02/15/13	JW	Review file and documents for hearing on February 19, 2013	L120	2.00 hrs
02/15/13	JW	Conference call with E.Jiminez regarding hearing on February 19, 2013	L120	.80 hrs

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MARCH 27, 2013

OR0802-301160

FED ID NO. 63-0243316

01/17/13	DBO	Teleconference with client regarding outstanding NJ issues including NJ invoices and provided detailed correspondence of judicial magistrate's duties and obligations to client	L120	1.60 hrs
01/17/13	CSM	Communicate with client regarding form of substitution of trustee used by North Carolina foreclosure counsel	P280	.90 hrs
01/17/13	ACA	Worked on escrow mortgage insurance P&P.	C300	1.00 hrs
01/17/13	LSDR	Review and respond to Fannie Mae issues	L120	1.30 hrs
01/17/13	DBO	Correspondence with A.Fleitas regarding borrower objections and resolving same and teleconferences with objecting borrowers related to NJ OTSC	L120	1.10 hrs
01/17/13	JW	Teleconference with New Jersey post-judgment Certification of Proof completion	L120	.50 hrs
01/17/13	CSM	Emails with client regarding Florida form of affidavit of indebtedness used in cases in which mortgage note is lost	C400	.30 hrs
01/17/13	LSDR	Review and respond to question regarding fee recoverability procedures	L120	.30 hrs
01/17/13	DBO	Correspondence and teleconference with client and E.Dauber regarding NJ order to show cause and invoices regarding same	L120	.70 hrs

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MARCH 27, 2013

OR0802-301160

FED ID NO. 63-0243316

01/17/13	DBO	Correspondence with S.Boriskin at BHPP regarding affidavits being sent to wrong firm, expect same, and to ensure they are filed immediately	L120	.40 hrs
01/17/13	CSM	Emails with client and Ohio foreclosure firm regarding rationale for client request to delay sale	P280	.30 hrs
01/17/13	CSM	Review form lost note affidavits and revise Florida form of affidavit of indebtedness used in cases in which mortgage note is lost	P280	.80 hrs
01/18/13	CSM	Emails with client and Ohio foreclosure counsel regarding strategy for resolving case following denial of motion to affirm judgment supported by possibly defective affidavit	P280	.20 hrs
01/18/13	LSDR	Review and comment on updated REO department procedures	L120	.70 hrs
01/18/13	LSDR	Continue to review and respond to Fannie Mae issues	L120	2.20 hrs
01/18/13	FWA	Review issue related to GSE requirements and draft response to same	L190	1.70 hrs
01/18/13	FWA	Confer with client re: upcoming sale and remediation of file	L190	.40 hrs
01/18/13	JW	Review combined translations of California Notices of Sale and Default	L210	1.00 hrs

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PAGE 29
MARCH 27, 2013

OR0802-301160

FED ID NO. 63-0243316

01/30/13	MPE	Broward County former D.Stern files: Review 29 Notices of Dismissal for Lack of Prosecution for former D.Stern cases to determine current status of case and assigned counsel.	L110	1.10 hrs	
01/30/13	MPE	Broward County former D.Stern file research docket to compare status with the public records and submit case to P.Stokes and recommend case dismissal.	L110	.40 hrs	D
01/30/13	MPE	Broward County former D.Stern file research docket to compare status with the public records and submit case to P.Stokes and recommend case dismissal.	L110	.40 hrs	D
01/30/13	DCL	Respond to GMACM's Vermont foreclosure counsel's inquiry regarding management of REO	L120	.30 hrs	
01/30/13	JW	Research regarding borrower objections to Order to Show Cause process	L110	1.50 hrs	
01/30/13	ACA	Worked on escrow and foreclosure P&P revisions.	C300	4.30 hrs	
01/30/13	JRK	Update log of borrowers who have contacted BABC as a result of the New Jersey Order to Show Cause and determine if they qualify as an objector	L120	.20 hrs	
01/30/13	JRK	Research any objections to the automatic stay in New Jersey and objections as a result of bankruptcy protection	L120	2.40 hrs	



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MARCH 27, 2013

OR0802-301160

FED ID NO. 63-0243316

01/30/13	EL	Review of responses in multi-state survey chart regarding whether a foreclosure must be restarted due to the substitution of the plaintiff as a result of a change in ownership of the underlying obligation; follow-up on certain issues in non-judicial foreclosure states	L120	1.00 hrs
01/30/13	DBO	Teleconference with client regarding NJ OTSC and objections	L120	.50 hrs
01/30/13	LSDR	Continue to review and analyze escrow MI submission 2 procedures	L120	1.80 hrs
01/31/13	EL	Finalize multi-state survey chart regarding whether a foreclosure must be restarted due to the substitution of the plaintiff as a result of a change in ownership of the underlying obligation	L120	1.00 hrs
01/31/13	FWA	Review client request related to endorsement language and consider response to same	L190	.30 hrs
01/31/13	RLB	Review and analyze bankruptcy issues	B410	.50 hrs
01/31/13	CC	Review and analyze questions regarding use of proper words in foreclosure deed to identify trust name and series	L120	.50 hrs
01/31/13	EL	Conference call with W.Allen, J.Bushby, B.Northrup-Day, C.Adams, and F.Madden regarding revisions to foreclosure file review templates	L120	.50 hrs

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MARCH 27, 2013

OR0802-301160

FED ID NO. 63-0243316

01/31/13	ACA	Reviewed, revised and sent out comments on various foreclosure P&P.	C300	2.50 hrs	L
01/31/13	JW	Research regarding borrower objections to Order to Show Cause process	L110	9.80 hrs	
01/31/13	DCL	Analyze remediation options for Madison County (NY) proceeding	L120	.70 hrs	
01/31/13	DBO	Contacted multiple borrowers who had called regarding OTSC package in NJ	L120	2.20 hrs	V, L
01/31/13	DBO	Completed and forwarded survey of restart states and substitution of plaintiff chart to client	L120	1.10 hrs	
01/31/13	ACRA	Review and analyze california law regarding issues involving the release of liens after a mortgage is satisfied	L120	2.20 hrs	

TOTAL FEES FOR THIS MATTER

\$88,341.90

BILLING SUMMARY

Stuart J. Frentz	1.00 hrs	396.00 /hr	396.00
Phillip J. Carroll	.30 hrs	365.00 /hr	109.50
Paige M. Boshell	.60 hrs	352.00 /hr	211.20
Jay R. Bender	2.20 hrs	409.00 /hr	899.80
Lesley Smith DeRamus	31.40 hrs	352.00 /hr	11,052.80
Wendell Allen	17.00 hrs	378.00 /hr	6,426.00
Thomas A. Roberts, Jr.	.80 hrs	321.00 /hr	256.80
Christian W. Hancock	.50 hrs	361.00 /hr	180.50
D. Brian O'Dell	54.20 hrs	383.00 /hr	20,758.60
Ann Cargile	24.40 hrs	387.00 /hr	9,442.80



BRADLEY ARANT
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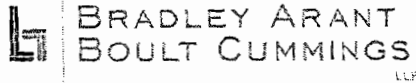
PAGE 4
APRIL 30, 2013

OR0802-301160

FED ID NO. 63-0243316

02/05/13	JWCO	Review Ohio foreclosure law to update and streamline client's state foreclosure compliance template	C200	3.00 hrs
02/05/13	ASK	Conduct 50 state research on fee requirements and restrictions regarding assumption fees, property inspection fees, and modification fees.	C300	7.50 hrs
02/05/13	CSM	Communicate with foreclosure firms in Oregon and Idaho regarding standardization of affidavits	P280	.50 hrs
02/05/13	KTM	GMAC Project Discussion regarding State-Specific Compliance Templates	L110	.50 hrs
02/05/13	DBO	Teleconference with client regarding NJ OTSC process and whether servicing transfers will impact same	L120	.50 hrs
02/05/13	DBO	Correspondence and teleconference with client related to unrecorded AOMs in FL	L120	.70 hrs
02/06/13	ACA	Reviewed, revised and approved various foreclosure policies and procedures.	C300	3.00 hrs
02/06/13	LSDR	Review and analyze final revisions to foreclosure procedures for publication in online manual	L120	1.80 hrs
02/06/13	MCM	Study chart analyzing proposed fees and draft memo analyzing permissibility of fees under state law and AG settlement servicing standards	L120	5.50 hrs

V/L



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PAGE 5
APRIL 30, 2013

OR0802-301160

FED ID NO. 63-0243316

02/06/13	ASK	Conduct 50 state research on assumption fees, appraisal fees, property inspection fees, broker price opinion fees, subordination fees, modification fees, and agent payment fees to determine state specific requirements and restrictions for updating and revising proposed fee schedule.	C300	11.30 hrs
02/06/13	CSM	Review and revise form of Oregon affidavit of indebtedness suggested by foreclosure counsel	P280	.50 hrs
02/06/13	CSM	Communicate with client and Oregon and Hawaii foreclosure counsel regarding standardization of affidavits	P280	1.10 hrs
02/06/13	JRK	Provide client an update on the status of the note issue with regards to Codilis and whether or not an original note needs to be mailed	L120	.50 hrs
02/06/13	JW	Research borrower objections	L210	.30 hrs ✓
02/06/13	JW	Draft responses to borrower objections	L210	.70 hrs ✓
02/06/13	JWCO	Review client provided template on Ohio foreclosure procedure to identify ways to streamline by removing non-essential items from the checklist	C200	3.00 hrs
02/06/13	DBO	Correspondence with client relating to servicing transfer and how that may affect NJ OTSC and discussion of NJ Complaint Certification	L120	.70 hrs



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BIRMINGHAM, ALABAMA 35283-0709

ResCap
1100 Virginia Drive
Fort Washington, PA 19034

MARCH 27, 2013
OG2012-301147

INVOICE # 852982

FED ID NO. 63-0243316

FOR LEGAL SERVICES AND COSTS POSTED THROUGH 01/31/13

Re: OG2012-301147
TC # 712846

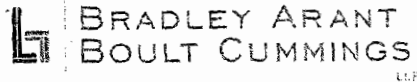
PROFESSIONAL SERVICES

01/04/13	JAM	Access and analyze current case Access online docket and review for recent case activity from court website to review recently docketed pleadings and case activity	L120	.30 hrs
01/22/13	JAM	Conference with R.Vann regarding status of litigation	L120	.20 hrs
01/22/13	JAM	Conference with R.Vann regarding hearing	L230	.10 hrs
01/22/13	JAM	Draft proposed Order on Motion for Summary Judgment	L210	.20 hrs
01/25/13	AHC	Review pleadings and assemble hearing notebook in preparation for hearing on Motion to Dismiss	L240	.80 hrs

TOTAL FEES FOR THIS MATTER \$246.40

BILLING SUMMARY

Alecia H. Cockrell	.80 hrs	158.00 /hr	126.40
Jamie Mathews	.80 hrs	150.00 /hr	120.00
TOTAL FEES	1.60 hrs		\$246.40



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BIRMINGHAM, ALABAMA 35283-0709

ResCap
1100 Virginia Drive
Fort Washington, PA 19034

APRIL 30, 2013
OG2012-301147

INVOICE # 866063

FED ID NO. 63-0243316

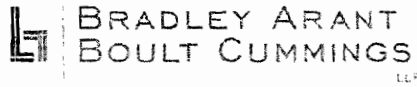
FOR LEGAL SERVICES AND COSTS POSTED THROUGH 04/30/13

Re: OG2012-301147
TC # 712846

PROFESSIONAL SERVICES

02/01/13	RV	Draft memorandum to client with update on interest and escrow delinquency information submitted to opposing counsel	L120	.10 hrs
02/01/13	RV	Phone conference with client regarding his discussions with witness, his unavailability, and his remaining questions as to his insurance and loan amount	L120	.30 hrs
02/01/13	RV	Draft status report for January 2013 for the client	L190	.20 hrs
02/04/13	ERP	Retrieve and review docket	L120	.20 hrs
02/04/13	JAM	Access online docket and review for recent case activity and review for recently docketed pleadings and case activity	L120	.20 hrs
02/04/13	RV	Review and analyze court docket information for recent filing activity and current status of the case	L120	.10 hrs
02/05/13	ERP	Review client documents for property value and unpaid principle balance	L120	.30 hrs
02/06/13	HTC	Review and revise settlement agreement	L160	.20 hrs

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ResCap
1100 Virginia Drive
Fort Washington, PA 19034

MARCH 27, 2013
OG2012-301164

INVOICE # 841639

FED ID NO. 63-0243316

FOR LEGAL SERVICES AND COSTS POSTED THROUGH 01/31/13

Re: OG2012-301164
TC # 720310

PROFESSIONAL SERVICES

01/01/13	KSA	Draft and submit status report	L120	.10 hrs
01/02/13	KSA	Review documents in preparation for motion for new trial	L250	.60 hrs
01/02/13	MST	Review and analyze Plaintiff's Motions with extensive evidence and exhibits and prepare hearing notebook	L140	2.10 hrs
01/03/13	MST	Prepare working copies of 4 proposed orders regarding motions for judge's convenience at hearing	L140	.20 hrs
01/03/13	KSA	Prepare for and attend hearing regarding plaintiff's motion to vacate summary judgment and obtain denial of motion	L250	6.60 hrs
01/04/13	MST	Receive and review final order denying plaintiff's motion and prepare file for closing	L110	.30 hrs
01/22/13	GP	Review and analyze new pleadings	L120	.70 hrs
01/22/13	KSA	Review notice of appeal and email and telephone correspondence with P.Stokes regarding appeal and bankruptcy situation	L120	.40 hrs
01/22/13	MJA	Initial review of new Texas appeal documents	L120	.30 hrs

TOTAL FEES FOR THIS MATTER

\$2,714.40



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ResCap
1100 Virginia Drive
Fort Washington, PA 19034

MARCH 27, 2013
OG2013-301028

INVOICE # 862943

FED ID NO. 63-0243316

FOR LEGAL SERVICES AND COSTS POSTED THROUGH 01/31/13

Re: OG2013-301028
TC # 725401

PROFESSIONAL SERVICES

01/03/13	JAM	Multiple emails with Court regarding final issues with scheduling hearing	L230	.40 hrs	✓
01/03/13	JAM	Revise Notice of Hearing	L210	.20 hrs	✓
01/03/13	JAM	Draft correspondence to Clerk enclosing Notice of Hearing for docketing	L210	.20 hrs	✓
01/08/13	JAM	Email correspondence with C.Haynes regarding hearing	L230	.10 hrs	✓
01/08/13	JAM	Access and analyze current case Access online docket and review for recent case activity from court website to review recently docketed pleadings and case activity	L120	.30 hrs	✓
01/09/13	JAM	Email correspondence with Lake County Senior Foreclosure Specialist regarding scheduling hearing	L230	.20 hrs	✓
01/09/13	JAM	Conference with R.Robichaux regarding status of hearing	L230	.20 hrs	✓
01/09/13	RPR	Update case status	B110	.20 hrs	
01/10/13	RPR	Analyze strategy for dismissing counterclaim	L120	.30 hrs	
01/10/13	JAM	Email correspondence to Judicial Assistant regarding hearing dates	L230	.20 hrs	✗

EXHIBIT B

CARPENTER LIPPS & LELAND LLP

280 Plaza, Suite 1300
280 North High Street
Columbus, OH 43215
(614) 365-4100
Federal ID # 31-1401115

February 27, 2013

Tammy Hamzephour
Residential Capital, LLC
1100 Virginia Drive
190-FTW-L95
Fort Washington, PA 19034

Billed through 01/31/2013

Invoice # 53231 JAL

Our file # 096 01011

Re: Emily Bradac
Matter No.: 690339

PROFESSIONAL SERVICES

01/03/2013	AMP	Review e-mails from client regarding line of credit issues.	L120	0.20 hrs
01/03/2013	AMP	Conference with Ms. Cadieux regarding line of credit issues.	L120	0.20 hrs
01/03/2013	AMP	Review materials from client.	L320	0.30 hrs
01/03/2013	KMC	Review payment history for line of credit to determine if properly applied.	L110	0.40 hrs
01/04/2013	KMC	Review e-mail from Ms. McGinnis (Residential Capital) regarding amounts overdue on both of borrowers' accounts.	L110	0.20 hrs
01/04/2013	KMC	Review payment histories for both of borrowers' accounts.	L110	0.40 hrs
01/07/2013	AMP	Review notice of rulings of Court on motion to substitute, motion to compel, and motions for summary judgment.	L210	0.40 hrs
01/07/2013	AMP	Conferences with Mr. Sechler and Ms. Cadieux regarding notice of rulings of Court on motion to substitute, motion to compel, and motions for summary judgment.	L210	1.10 hrs

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Invoice # 53231

Page 2





01/07/2013	AMP	Draft e-mails with client regarding notice of rulings of Court on motion to substitute, motion to compel, and motions for summary judgment.	L210	0.70 hrs	
01/07/2013	AMP	Telephone conference with client regarding notice of rulings of Court on motion to substitute, motion to compel, and motions for summary judgment.	L210	0.20 hrs	
01/07/2013	DAW	Review Court orders regarding rulings on motions.	L120	0.20 hrs	✓
01/07/2013	DAW	Conference with Ms. Paul-Whitfield regarding Court orders concerning rulings on motions.	L120	0.20 hrs	✓
01/07/2013	JAL	Review recent decisions. (.20) Conference with Mr. Wallace regarding case status. (.10)	L120	0.30 hrs	✓
01/07/2013	KMC	Review order granting motion to substitute RFC for previous noteholder.	L210	0.10 hrs	
01/07/2013	KMC	Review order granting summary judgment on all borrower's counterclaims except break of contract claim.	L210	0.20 hrs	
01/07/2013	KMC	Review order regarding borrower's motion to compel.	L210	0.10 hrs	
01/07/2013	KMC	Review e-mail correspondence regarding Court's rulings on pending motions.	L110	0.30 hrs	✓
01/08/2013	AMP	Attention to preparing for (.30) and participating in conference call with client regarding Court decisions, case status, and next steps. (.30)	L120	0.70 hrs	✓
01/08/2013	AMP	Attention to follow up items on client conference call.	L120	0.10 hrs	✓
01/08/2013	AMP	Telephone call to appraiser for updated appraisal.	L120	0.20 hrs	
01/08/2013	AMP	Telephone call to City's attorney regarding condition of property.	L120	0.20 hrs	
01/08/2013	DAW	Draft e-mail to Mr. Lipps regarding update on recent Court orders.	L120	0.60 hrs	✓
01/08/2013	JAL	Review summary of case strategy. (.20) Conference with Mr. Wallace regarding same. (.10)	L120	0.30 hrs	
01/08/2013	KMC	Telephone conference with Ms. McGinnis	L110	0.40 hrs	

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01/28/2013	KMC	Review response to motion for findings of fact and conclusions of law.	L110	0.30 hrs	
01/28/2013	KMC	Telephone conference with Ms. McGinnis (Residential Capital) regarding depositions and Court's order granting motion for summary judgment.	L330	0.30 hrs	
01/28/2013	JDR	Research regarding Civil Rule 53 motion for proposed findings of fact and law and timeliness of motions and permissibility of voluntarily filing a response.	L120	0.70 hrs	
01/29/2013	AMP	Draft e-mail to client regarding letter.	L120	0.40 hrs	✓
01/29/2013	AMP	E-mails with Mr. Lipps regarding draft e-mail to client regarding letter.	L120	0.20 hrs	✓
01/29/2013	AMP	Telephone conference with client regarding status of filings and issue regarding other defendant's counsel.	L120	0.30 hrs	
01/29/2013	AMP	Review e-mail from client regarding other defendant's new counsel.	L120	0.30 hrs	
01/29/2013	JAL	Telephone conference with Ms. Gierlich regarding case issues. (.10) Review and respond to e-mails regarding same. (.20)	L120	0.30 hrs	
01/29/2013	KMC	Revise motion to stay discovery and continue trial per Mr. Wallace.	L210	0.80 hrs	
01/29/2013	JDR	Research regarding standard and analysis for protective order from unilaterally noticed depositions.	L120	0.80 hrs	
01/30/2013	DAW	Review e-mails regarding memorandum in opposition to motion for findings of fact.	L120	0.20 hrs	
01/30/2013	DAW	Review and revise memorandum in opposition to motion for findings of fact.	L250	0.30 hrs	
01/30/2013	DAW	Review and revise motion to stay discovery and continue trial.	L250	0.30 hrs	
01/30/2013	KMC	Review e-mail correspondence regarding motion to stay discovery.	L110	0.20 hrs	

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01/02/2013	JRC	Revise second supplemental declaration of Mr. Lipps in support of RMBS Trust Settlement based on suggestions of Mr. Beck.	L140	0.60 hrs
01/02/2013	JRC	Review and analyze ResCap's securitization documents in order to draft second supplemental declaration of Mr. Lipps in support of RMBS Trust Settlement.	L140	0.90 hrs
01/02/2013	JDR	Teleconference with Mr. Sillman (Fortace). *	L120	1.00 hrs 
01/02/2013	JDR	Revise memorandum regarding Mr. Sillman's reply declaration with comments and strategy from Ms. Battle.	L210	1.20 hrs 
01/02/2013	JDR	Draft memorandum to Ms. Battle regarding objectors' expert report flaws.	L120	2.30 hrs
01/02/2013	JDR	Conference with Ms. Battle regarding Mr. Sillman's materials and 9019 reply brief.	L120	0.50 hrs
01/02/2013	JDR	Revise memorandum regarding Mr. Sillman's reply declaration with comments and strategy from Ms. Battle.	L210	2.70 hrs 
01/02/2013	JDR	Draft correspondence to Mr. Sillman (Fortace) and Ms. Battle.	L120	0.50 hrs 
01/03/2013	JALB	Revise Lipps Second Supplemental Declaration.	L120	1.30 hrs
01/03/2013	JALB	Call with Mr. Thompson, Mr. Ruckdashel, Ms. Zellman (Residential Capital) and Mr. Corcoran regarding 9019 motion.	L120	0.60 hrs
01/03/2013	JRC	Telephone conference with Ms. Battle, Mr. Ruckdaschel (Residential Capital), Mr. Thompson (Residential Capital) and Ms. Zellman (Residential Capital) regarding status of 9019 motion.	L190	0.60 hrs
01/03/2013	JRC	Review Ms. Battle's suggested revisions to Mr. Lipps' second supplemental declaration.	L140	0.30 hrs
01/03/2013	JDR	Revise memorandum regarding Mr. Sillman's reply declaration with comments and strategy from Ms. Battle.	L210	0.80 hrs
01/03/2013	JDR	Revise first half of memorandum regarding Mr. Sillman's reply declaration.	L210	2.10 hrs

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01/07/2013	GNM	Working in Cerberus database configuring data for production.	L320	0.80 hrs
01/07/2013	GNM	Working in Discovery Partner database answering reviewer questions regarding privilege and confidentiality coding.	L320	0.70 hrs
01/07/2013	GNM	Telephone communications with Morrison Foerster team regarding re-review of documents previously withheld for regulatory privilege.	L120	0.60 hrs
01/07/2013	GNM	Drafting and sending e-mail communications to quality control team members regarding quality control protocols.	L120	0.40 hrs
01/07/2013	SCM	Quality control review of Renzi 007 document set.	L320	1.50 hrs
01/07/2013	MJB	Perform quality control on Dondzilla batch 11 of documents previously reviewed by contract attorneys.	L320	5.90 hrs
01/07/2013	HLB	Perform quality control examiner review of batch Dondzila.025 per quality control examiner protocol.	L120	5.20 hrs
01/07/2013	AEG	Document review regarding quality control (second level) making sure privileged and coding are properly done.	L140	4.30 hrs
01/07/2013	LWS	Participate in training regarding document review protocol.	L110	2.00 hrs
01/08/2013	AMP	Review e-mail from Mr. Phillips regarding Mr. Pohl's (Lazard) documents for Examiner interview.	L320	0.20 hrs
01/08/2013	AMP	Draft e-mail to Mr. Brown (Morrison & Foerster) regarding Mr. Pohl's.	L320	0.40 hrs
01/08/2013	AMP	E-mails with Ms. Battle regarding Mr. Cave's inquiries and scheduling a call with them to discuss privilege issues.	L120	0.20 hrs
01/08/2013	AMP	Review e-mail from Lazard's counsel regarding 24 encrypted documents and access of same.	L320	0.30 hrs
01/08/2013	AMP	Review final attorney affiliation memorandum.	L320	0.20 hrs
01/08/2013	AMP	Review e-mails to Examiner's counsel regarding final attorney affiliation memorandum.	L320	0.10 hrs

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regarding additional documents needed regarding indemnification issues.

02/03/2013	AMP	Finalize revised draft of trial readiness memorandum.	L210	1.00 hrs
02/03/2013	AMP	Draft e-mail to Mr. Lipps, Mr. Wallace and Ms. Cadieux regarding revised draft of trial readiness memorandum.	L120	0.20 hrs
02/03/2013	AMP	E-mails with Mr. Lipps regarding draft of trial readiness memorandum.	L120	0.10 hrs
02/04/2013	AMP	Review edits to trial readiness memorandum.	L210	0.30 hrs
02/04/2013	AMP	Conference with Ms. Cadieux regarding trial readiness memorandum.	L210	0.20 hrs
02/04/2013	AMP	Review e-mail from client regarding Ms. Henderson no longer being with GMACM.	L120	0.10 hrs
02/04/2013	DAW	Review and revise trial readiness memorandum.	L210	0.90 hrs
02/04/2013	DAW	Conference with Ms. Cadieux regarding trial readiness memorandum.	L120	0.30 hrs
02/04/2013	KMC	Review and revise trial readiness memorandum.	L110	0.60 hrs
02/04/2013	KMC	Research regarding indemnification.	L110	0.90 hrs
02/04/2013	KMC	Telephone conference with Ms. McGinnis (Residential Capital) regarding employees to testify at trial and where they will be going after bankruptcy sale.	L110	0.20 hrs
02/04/2013	JDR	Research regarding loss of use damages in preparation for conference call and trial strategy.	L120	1.20 hrs
02/05/2013	AMP	Review materials received from client.	L320	0.30 hrs
02/05/2013	AMP	Conference with Ms. Cadieux regarding review materials received from client.	L320	0.10 hrs
02/05/2013	AMP	Attention to appraisal update issues.	L120	0.20 hrs

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with respect to the property.

02/05/2013	JDR	Research regarding standard measure of breach of contract damages and cases permitting tort-related damages in contract actions in preparation for conference call and trial strategy.	L120	1.10 hrs	
02/05/2013	JDR	Research regarding pattern jury instructions regarding breach of contract and loss of use in preparation for conference call and upcoming trial.	L120	0.40 hrs	
02/08/2013	AMP	Review e-mails from City's attorney regarding report of complaints on the property.	L120	0.20 hrs	
02/11/2013	AMP	Review Bradac's response to motion to stay.	L210	0.20 hrs	
02/11/2013	AMP	E-mails with client and Ms. Cadieux regarding Bradac's response to motion to stay.	L120	0.20 hrs	
02/11/2013	AMP	Telephone call to the Court regarding ruling on motion to stay.	L120	0.10 hrs	
02/11/2013	KMC	Review borrowers' response to motion for protective order.	L110	0.10 hrs	
02/12/2013	AMP	Attention to updated appraisal issues.	L120	0.30 hrs	
02/12/2013	AMP	E-mails with Mr. Sechler and Ms. Cadieux regarding updated appraisal issues.	L120	0.20 hrs	
02/12/2013	AMP	Telephone call to original appraisal from 2011 regarding availability.	L120	0.10 hrs	
02/12/2013	AMP	Telephone call to the Court regarding ruling on motion to stay.	L120	0.10 hrs	
02/12/2013	AMP	Review entries from Court.	L210	0.30 hrs	✓
02/12/2013	AMP	E-mails to client regarding entries from Court.	L210	0.20 hrs	✓
02/12/2013	AMP	Draft audit letter inserts for Bradac matter.	L120	0.30 hrs	
02/12/2013	AMP	E-mails with Mr. Beekhuizen regarding audit letter	L120	0.10 hrs	

CARPENTER LIPPS & LELAND LLP

280 Plaza, Suite 1300
280 North High Street
Columbus, OH 43215
(614) 365-4100
Federal ID # 31-1401115

March 20, 2013

Tammy Hamzephour
Residential Capital, LLC
1100 Virginia Drive
190-FTW-L95
Fort Washington, PA 19034

Billed through 02/15/2013
Invoice # 53434 JAL
Our file # 096 01012

Re: Eric Rogers
Matter No.: 687375

PROFESSIONAL SERVICES

02/12/2013	KMC	Telephone conference with Ms. McGinnis (Residential Capital) regarding how to proceed.	L110	0.10 hrs	✓
02/14/2013	KMC	Telephone conference with Ms. McGinnis (Residential Capital) regarding how to proceed.	L110	0.10 hrs	✓

TOTAL FEES FOR THIS MATTER **\$40.00**

BILLING SUMMARY

Cadieux, Karen M.	0.20 hrs	200.00 /hr	\$40.00
TOTAL FEES	0.20 hrs		\$40.00
TOTAL CHARGES FOR THIS INVOICE			<u>\$40.00</u>

CARPENTER LIPPS & LELAND LLP

280 Plaza, Suite 1300
280 North High Street
Columbus, OH 43215
(614) 365-4100
Federal ID # 31-1401115

March 20, 2013

Tammy Hamzephour
Residential Capital, LLC
1100 Virginia Drive
190-FTW-L95
Fort Washington, PA 19034

Billed through 02/28/2013

Invoice # 53437 JAL

Our file # 096 01041

Re: Patricia Joanne McNerney

PROFESSIONAL SERVICES

02/28/2013	DAW	Telephone conference with Ms. McGinnis (Ocwen Financial Corporation) regarding case issues, and proposed AG letter.	L120	0.40 hrs	
02/28/2013	DAW	Attend telephone conference regarding AG extinguishment letter, and case approach.	L120	0.50 hrs	
02/28/2013	KMC	Telephone conference with Ms. McGinnis (Ocwen) regarding status of case.	L110	0.30 hrs	✓
02/28/2013	KMC	Forward summary judgment motion and motion for judgment on the pleadings to Ms. McGinnis (Ocwen).	L110	0.40 hrs	
02/28/2013	KMC	Review proofs of claim.	L110	0.30 hrs	✓
02/28/2013	KMC	Review information regarding AG settlement.	L110	0.20 hrs	
02/28/2013	KMC	Telephone conference with Ms. McGinnis (Ocwen) regarding issues.	L110	0.20 hrs	✓
02/28/2013	KMC	Telephone conference with Ms. McGinnis (Ocwen); Ms. Gerlich (Ocwen), Ms. Priore (Residential Capital), Ms. Stokes (Ocwen), and Mr. Riche regarding how to proceed with AG	L110	0.50 hrs	

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02/12/2013	KMC	E-mail Ms. McGinnis (Residential Capital) regarding pre-hearing conference and stay of execution being granted.	L110	0.30 hrs	
02/12/2013	KMC	Review Fi-serv notes.	L110	0.40 hrs	
02/13/2013	DAW	Revise correspondence.	L120	0.20 hrs	✓
02/13/2013	KMC	Revise letter to borrowers per Mr. Wallace.	L110	0.30 hrs	✓
02/13/2013	KMC	E-mail correspondence with foreclosure counsel regarding stopping sale.	L110	0.10 hrs	
02/14/2013	DAW	Review e-mails regarding pre-hearing conference issues.	L120	0.10 hrs	
02/14/2013	KMC	E-mail Ms. McGinnis (Residential Capital) regarding pre-hearing conference.	L110	0.10 hrs	

TOTAL FEES FOR THIS MATTER

\$1,980.00

EXPENSES

02/07/2013	Out-of-Town Travel/Mileage (290 miles X .565 split X 3) - travel to Cleveland, OH for filing (VW)	\$54.62
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TOTAL EXPENSES FOR THIS MATTER

\$54.62

BILLING SUMMARY

Wallace, David A.	2.00 hrs	300.00 /hr	\$600.00
Cadieux, Karen M.	6.90 hrs	200.00 /hr	\$1,380.00
TOTAL FEES	8.90 hrs		\$1,980.00
TOTAL EXPENSES			\$54.62
TOTAL CHARGES FOR THIS INVOICE			<u>\$2,034.62</u>

EXHIBIT C

Curtis Mallet

Vague (V)

1/2 KAM "Research whether" 1.5 hours (\$562.50)
1/24 TF1 Take notes on research regarding 510(b) subordination motion 1.7 hours (\$1,241)
2/4 DAB Conduct extensive research regarding 5.6 hrs. (\$2,688)
2/5 TF1 ? .6 hr. (\$438)
2/6 TF1 Follow-up .3 hr. (\$219)
2/19 BMK Supervise filing of opposition brief .7 hr (\$213.50)
2/19 BMK Supervise filing of complaint 1.1 hrs. (\$335.50)
2/21 BMK Research and summarize 1.4 hrs (\$427)
2/21 BMK Research and summarize case law 3.8 hrs. (\$1,159)
2/21 DAB Research relevant procedures with respect to .8 hr (\$384)
2/21 DAB Research whether .8 hr. (\$384)
2/21 DAB Research status of joinder parties with respect to .2 hr. (\$96)
2/21 DAB Conduct followup research .4 hr. (\$192)
2/22 DAB conduct floowup research 1 hr. (\$480)
2/22 DAB Draft memorandum with resepect to .5 hr. (\$240)
2/22 DAB Research whether 2 hrs. (\$96)
3/11 JDM Extensive further research regarding 3.6 hrs. (\$1,530)
3/13 JDM Resarch regarding 2.2 hrs. (\$935)
3/14 JDM Research Regarding 3.5 hrs. (\$1,487.50)
3/21 JTW Research possible claims for 2.2 hrs.(\$671)
3/25 JTW Research re: applicability of 1.3 hrs. (\$396.50)
3/28 TF1 Review memo on .6 hr. (\$438)
4/20 BMK Perform research 2.4 hrs. (\$732)
4/21 BMK Perform additional research 1.5 hrs (\$457.50); draft memorandum 4.8 hrs.(\$1,464);
research standards governing 2.2 hrs (\$671).

Review and revise billing invoices (R)

1/15 JZ Review and revise.4 hr.(\$138)
1/16 JZ Review and revise. 3 hr (\$103.5)
1/22 JZ Review and revise. 2 hr. (\$69)
1/28 MG8 Review and revise .8 hr. (\$500)
2/5 JZ Review and revise 3.4 hrs. (\$1,173)
2/6 JZ Reviwe and revise .2 hr (\$69)
2/8 JZ Reviwe and revise .2 hr. (\$69)
2/11 JZ Review and revise .9 hr. (\$310.5)
2/14 AD Reviw and revise .5 hr. (\$175)
2/19 JZ Review and revise .2 hr. (\$69)
3/7 JZ Review and revise .2 hr (\$69)
3/11 SJR Review draft .6 hr. (\$498)
3/11 MG8 review and revise 1.5hrs. (\$937.5)
3/11 JZ Review and revise draft .6 hr. (\$207)
3/12 BMK Revise Second interim fee .8 (\$244)
3/12 RMS update Second interim fee 2.9 hrs. (\$681.5)

3/13 MG8 Review and revise of second iterim .5 hr. (\$312.5).
3/13 BMK Review 1.2 hr. (\$366)
3/13 RMS continue to update 4 hrs. (\$940)
3/13 JZ Review and revise .3 hr. (\$103.5)
3/14 MG8 final review 1.3 hrs. (\$812.5)
3/14 GF Revise 3 hrs. (\$705)
3/14 BMK Review and revise 2.4 hrs. (\$732)
4/5 JZ Review and revise .4 hr. (\$138)
4/12 JZ Review and revise .3 hr. (\$103.5)
4/15 RMS Revise and update 3.1 hrs. (\$1,937.5)
4/15 JZ Reviwe and revise .8 hr. (\$276)
4/16 SJR review .4 hr. (\$332)
4/16 MG8 Review .2 hr. (\$125)
4/16 JZ Review and revise .8 hr. (\$276)
4/17 JZ Review and revise .3 hr. (\$103.5)
4/189 GF Finalize fee appl. 1.9 hrs. (\$446.5)
4/29 JZ Review .3 hr. (\$103.5)

EXHIBIT D

Fees Sorted by Category for the Fee Period

January 01, 2013 - April 30, 2013

Date	Description	Rate	Hours	Fees
<i>Preparation of Fee Applications</i>				
02/13/2013				
Austin, Carisa	Prepare January monthly fee statement.	\$175.00	2.8	\$490.00
Jones, Donna	Continue review of January 2013 fees in connection with preparation of fee application.	\$175.00	3.5	\$612.50
02/14/2013				
Austin, Carisa	Prepare January monthly fee statement.	\$175.00	3.5	\$612.50
02/15/2013				
Austin, Carisa	Revise January fees for monthly fee statement. R	\$175.00	3.4	\$595.00
02/19/2013				
Austin, Carisa	Revise January fees for monthly fee statement. R	\$175.00	3.1	\$542.50
Robinson, Thomas	Review of the draft January statement.	\$365.00	3.7	\$1,350.50
02/20/2013				
Austin, Carisa	Update January monthly fee statement per comments received.	\$175.00	2.4	\$420.00
Robinson, Thomas	Review of the draft January statement.	\$365.00	2.5	\$912.50
02/21/2013				
Austin, Carisa	Make additional changes to January monthly fee statement.	\$175.00	4.0	\$700.00
02/27/2013				
Austin, Carisa	Prepare January fee statement for service.	\$175.00	0.1	\$17.50
02/28/2013				
Robinson, Thomas	Review of second Interim Fee Application.	\$365.00	3.9	\$1,423.50
03/12/2013				
Austin, Carisa	Begin to prepare February monthly fee statement.	\$175.00	2.8	\$490.00
Robinson, Thomas	Perform review of ResCap draft February statement.	\$365.00	2.1	\$766.50
03/13/2013				
Austin, Carisa	Continue to prepare February monthly fee statement.	\$175.00	3.4	\$595.00
Robinson, Thomas	Review the second interim fee application.	\$365.00	2.1	\$766.50
03/14/2013				
Austin, Carisa	Continue to prepare February monthly fee statement.	\$175.00	3.9	\$682.50
03/26/2013				
Austin, Carisa	Revise February fee statement. R	\$175.00	3.0	\$525.00
03/29/2013				
Austin, Carisa	Revise third interim fee application. R	\$175.00	1.0	\$175.00
04/01/2013				
Austin, Carisa	Update February monthly fee statement per comments received from engagement team. R	\$175.00	1.5	\$262.50

Deloitte & Touche LLP

Fees Sorted by Category for the Fee Period

January 01, 2013 - April 30, 2013

Date	Description	Rate	Hours	Fees
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Non-Working Travel

04/18/2013

Robinson, Thomas	Travel time from Ft. Washington, PA to Detroit, MI for the ResCap audit. Significant flight delays were encountered.	\$365.00	6.2	\$2,263.00
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04/19/2013

York, LaRon	Travel from Fort Washington to 30th Street Train Station for ResCap audit.	\$175.00	1.2	\$210.00
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04/21/2013

York, LaRon	Travel time from Detroit airport to home for ResCap audit.	\$175.00	2.8	\$490.00
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04/23/2013

Florence, LaKeisha	Travel time from Detroit, MI to Ft. Washington, PA for the carve-out audit.	\$290.00	3.5	\$1,015.00
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04/25/2013

Florence, LaKeisha	Travel time from Ft. Washington, PA to Detroit, MI for the carve-out audit.	\$290.00	4.0	\$1,160.00
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Reade, Dave	Travel time from Detroit, MI to Ft. Washington, PA for ResCap audit.	\$290.00	4.2	\$1,218.00
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04/29/2013

Florence, LaKeisha	Travel time from Detroit, MI to Ft. Washington, PA for the carve-out audit.	\$290.00	4.2	\$1,218.00
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Reade, Dave	Travel time from Ft. Washington to Ft. Washington, PA for Ocwen carve-out audit.	\$290.00	4.2	\$1,218.00
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Robinson, Thomas	Travel time from Detroit, MI to Ft. Washington, PA for the carve-out audit.	\$365.00	4.2	\$1,533.00
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Subtotal for Non-Working Travel:

198.0	\$56,769.00
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Preparation of Fee Applications

01/08/2013

Austin, Carisa	Review and edit December fees.	\$175.00	3.4	\$595.00
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01/17/2013

Robinson, Thomas	Review draft December time reporting.	\$365.00	3.7	\$1,350.50
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01/24/2013

Robinson, Thomas	Review December draft statement.	\$365.00	1.3	\$474.50
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01/25/2013

Robinson, Thomas	Review of the December fee statement.	\$365.00	1.3	\$474.50
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02/04/2013

Jones, Donna	Review January 2013 fees in connection with preparation of fee application.	\$175.00	1.9	\$332.50
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02/05/2013

Jones, Donna	Continue review of January 2013 fees in connection with preparation of fee application..	\$175.00	3.5	\$612.50
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02/12/2013

Jones, Donna	Continue review of January 2013 fees in connection with preparation of fee application..	\$175.00	1.0	\$175.00
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Fees Sorted by Category for the Fee Period
January 01, 2013 - April 30, 2013

Date	Description	Rate	Hours	Fees
Preparation of Fee Applications				
04/04/2013				
Austin, Carisa	Finalize February fee statement. R	\$175.00	1.0	\$175.00
04/10/2013				
Austin, Carisa	Begin to review March fees.	\$175.00	3.8	\$665.00
04/11/2013				
Austin, Carisa	Continue to review March fees.	\$175.00	6.0	\$1,050.00
Jones, Donna	Revise March 2013 fees statement. R	\$175.00	3.5	\$612.50
04/12/2013				
Robinson, Thomas	Review the ResCap March fee statement. R	\$365.00	3.9	\$1,423.50
04/22/2013				
Austin, Carisa	Prepare March fee statement.	\$175.00	3.2	\$560.00
Robinson, Thomas	Review ResCap draft March Fee Statement.	\$365.00	0.9	\$328.50
04/23/2013				
Austin, Carisa	Continue to prepare March fee statement.	\$175.00	2.5	\$437.50
04/24/2013				
Austin, Carisa	Update March fee statement. R	\$175.00	4.0	\$700.00
04/30/2013				
Austin, Carisa	Revise March fee statement. R	\$175.00	4.5	\$787.50
Subtotal for Preparation of Fee Applications:			102.1	\$22,693.50

Servicing Compliance Services

01/02/2013				
Berdichevsky, Ellina	Perform testing on removals for Regulation AB.	\$0.00	2.9	\$0.00
Berdichevsky, Ellina	Perform testing on custodial account reconciliations for Regulation AB.	\$0.00	0.4	\$0.00
Berdichevsky, Ellina	Perform testing on custodial account reconciliations for Regulation AB.	\$0.00	0.4	\$0.00
Berdichevsky, Ellina	Performed testing on loan modifications for Regulation AB.	\$0.00	0.7	\$0.00
Berdichevsky, Ellina	Performed testing on custodial account reconciliations for USAP.	\$0.00	0.4	\$0.00
Berdichevsky, Ellina	Performed testing on custodial account reconciliations for USAP.	\$0.00	0.4	\$0.00
Berman, Eric	Review internal audit detailed testing and walkthrough support for HUD testing.	\$0.00	3.0	\$0.00
Berman, Eric	Document testing for HUD criteria 7-5F 2f-g.	\$0.00	1.4	\$0.00
Berman, Eric	Perform testing for HUD criteria 7-5F 2f-g.	\$0.00	3.9	\$0.00
Berman, Eric	Perform testing on HUD criteria 7-5F 2i.	\$0.00	0.6	\$0.00
Chaushev, Ayhan	Review testing of HUD Chapter 6-5D (2e).	\$0.00	1.9	\$0.00
Chaushev, Ayhan	Review testing of HUD Chapter 6-5D (2g-h).	\$0.00	1.1	\$0.00
Chaushev, Ayhan	Review testing of HUD Chapter 6-5D (2n).	\$0.00	1.2	\$0.00

EXHIBIT E

RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
DETAIL OF TIME ENTRIES
FOR THE PERIOD MARCH 1, 2013 THROUGH MARCH 31, 2013

Task Category	Date	Professional	Hours	Activity
24	3/29/2013	Johnston, Bonnie	0.8	Incorporate additional February expense detail in the fee statement exhibits.
24	3/29/2013	Johnston, Bonnie	1.4	Review and revise third interim expense detail.
24	3/29/2013	Talarico, Michael J	0.2	Update rollover calculation for the January fee statement.
24	3/29/2013	Talarico, Michael J	2.4	Review time detail exhibit for the January monthly fee statement for compliance and completeness.
24 Total			224.2	
25	3/3/2013	Lefebvre, Richard	3.5	Travel From Cincinnati, OH to Ft. Washington, PA.
25	3/4/2013	McDonnell, Chad	1.5	Travel from Charlotte, NC to Washington, DC.
25	3/4/2013	McDonnell, Chad	1.5	Travel from Washington, DC to Charlotte, NC.
25	3/4/2013	Witherell, Brett	3.5	Travel from Boston, MA to Minneapolis, MN.
25	3/7/2013	Lefebvre, Richard	3.5	Travel from Ft. Washington, PA to Cincinnati, OH.
25	3/8/2013	McDonald, Brian	1.0	Travel from New York, NY to Ft. Washington, PA.
25	3/8/2013	Witherell, Brett	3.5	Travel from Minneapolis, MN to Boston, MA.
25	3/11/2013	Talarico, Michael J	2.5	Travel from Pittsburgh, PA to New York, NY.
25	3/11/2013	Witherell, Brett	3.5	Travel from Boston, MA to Minneapolis, MN.
25	3/12/2013	Nolan, William J.	1.5	Travel from Charlotte, NC to New York, NY.
25	3/14/2013	Witherell, Brett	3.5	Travel from Minneapolis, MN to Boston, MA.
25	3/15/2013	Nolan, William J.	1.5	Travel from New York, NY to Charlotte, NC.
25	3/15/2013	Talarico, Michael J	2.5	Travel from New York, NY to Pittsburgh, PA.
25	3/18/2013	McDonald, Brian	1.0	Travel from Ft. Washington to New York, NY.
25	3/18/2013	Witherell, Brett	3.5	Travel from Boston, MA to Minneapolis, MN.
25	3/19/2013	Leung, Ka	1.0	Travel from New York, NY to Winstead, CT.
25	3/19/2013	Leung, Ka	1.0	Travel from Winstead, CT to New York, NY.
25	3/19/2013	Nolan, William J.	1.5	Travel from Charlotte, NC to New York, NY.
25	3/20/2013	Nolan, William J.	1.5	Travel from New York, NY to Charlotte, NC.
25	3/20/2013	Witherell, Brett	3.5	Travel from Minneapolis, MN to Boston, MA.
25	3/21/2013	Nolan, William J.	1.5	Travel from Charlotte, NC to New York, NY.
25	3/25/2013	Witherell, Brett	3.5	Travel from Boston, MA to Minneapolis, MN.
25	3/26/2013	Nolan, William J.	1.5	Travel from Charlotte, NC to NY.
25	3/27/2013	Witherell, Brett	3.5	Travel from Minneapolis, MN to Boston, MA.
25	3/29/2013	McDonald, Brian	1.0	Travel from New York, NY to Ft. Washington, PA.
25 Total			57.0	
27	3/1/2013	Nolan, William J.	0.2	Correspond with D. Lasater (FTI) regarding conversation with J. Levitt (MoFo) regarding litigation support.
27	3/1/2013	Nolan, William J.	0.4	Participate in call with J. Levitt (MoFo) regarding litigation support work and process for incorporating the scope of work into our retention.
27	3/4/2013	McDonnell, Chad	0.5	Perform on-site collection of custodian [REDACTED] email data.
27	3/5/2013	Hammerquist, Erik	0.5	Verify email index and search results for [REDACTED].
27	3/5/2013	Hammerquist, Erik	0.3	Transmit requested messages to R. Dakis (Morrison Cohen).
27	3/5/2013	Hammerquist, Erik	1.2	Review contents of collection from custodian [REDACTED] to be sent to R. Dakis (Morrison Cohen).
27	3/5/2013	Hiser, Casey	0.8	Create image of [REDACTED] phone, and format drive to HFS.
27	3/5/2013	Hiser, Casey	2.1	Create PDF reporting of contents and compile all text files.
27	3/5/2013	Yun, Andy	0.4	Perform keyword search of [REDACTED] email data.
27	3/5/2013	Yun, Andy	0.2	Perform index of [REDACTED] collected email data for search analysis.
27	3/5/2013	Yun, Andy	0.4	Extract keyword hit email messages and keyword hit search report for client to review.
27	3/6/2013	Chuck, Brenton	1.4	Identify random sample of certificates from claims documents.
27	3/6/2013	Chuck, Brenton	0.7	Generate historical pricing data for random sample of certificates.
27	3/6/2013	Chuck, Brenton	1.8	Research historical monthly unemployment and population data.
27	3/6/2013	Chuck, Brenton	0.6	Research housing data for California.
27	3/6/2013	Chuck, Brenton	0.4	Research housing data for Arizona.
27	3/6/2013	Chuck, Brenton	0.5	Research housing data for Florida.
27	3/6/2013	Chuck, Brenton	0.6	Research housing data for Nevada.
27	3/6/2013	DePalma, Alessandro	0.6	Prepare e-mail repository for keyword searches.
27	3/6/2013	Eichmann, Richard	3.2	Programmed and formatted the data received from counsel and data obtained from third parties for statistical processing.

RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
DETAIL OF TIME ENTRIES
FOR THE PERIOD MARCH 1, 2013 THROUGH MARCH 31, 2013

Task Category	Date	Professional	Hours	Activity
27	3/6/2013	Eichmann, Richard	0.8	Continued to program and format the data received from counsel and data obtained from third parties for statistical processing.
27	3/6/2013	Eichmann, Richard	2.3	Performed preliminary statistical descriptive analysis of data in preparation for tests to address counsel's questions.
27	3/6/2013	Eichmann, Richard	1.7	Evaluated the descriptive analysis in relation to the strategy developed.
27	3/6/2013	Hammerquist, Erik	1.8	Review new, urgent search request of data for [REDACTED] from R. Dakis (Morrison Cohen).
27	3/6/2013	Hammerquist, Erik	1.2	Identify duplicate entries in new e-mail search results.
27	3/6/2013	Lasater, David	2.3	Prepare strategy regarding analysis of claims data and Vision data acquired through or at the direction of counsel.
27	3/6/2013	Mercurio, Matthew	3.2	Research index development from regression coefficients for litigation support.
27	3/6/2013	Nolan, William J.	0.4	Review updates regarding litigation work.
27	3/6/2013	Yun, Andy	0.7	Review additional e-mail search terms provided by counsel.
27	3/6/2013	Yun, Andy	1.0	Review and apply new keyword search terms to [REDACTED] collected email data.
27	3/6/2013	Yun, Andy	1.0	Perform duplication analysis by comparing previous deliverable data sets with additional keyword search message sets.
27	3/6/2013	Yun, Andy	0.7	Extract and convert new keyword search for client's review.
27	3/7/2013	Chuck, Brenton	2.1	Identify random sample of certificates from claims documents for litigation support.
27	3/7/2013	Chuck, Brenton	0.6	Generate historical pricing data for random sample of certificates.
27	3/7/2013	Eichmann, Richard	2.2	Performed preliminary statistical tests aligned with the strategy developed.
27	3/7/2013	Eichmann, Richard	1.8	Performed numerous revisions and variations of the statistical tests to determine the potential implications for sampling from the population of certificates.
27	3/7/2013	Eichmann, Richard	2.4	Developed graphical presentations of the sample certificate pricing patterns.
27	3/7/2013	Eichmann, Richard	1.6	Revised the graphical presentations of the results from the sample for ease of understanding.
27	3/7/2013	Hammerquist, Erik	0.5	Respond to questions from Counsel regarding collection and search scope of [REDACTED] email data.
27	3/7/2013	Lasater, David	3.4	Prepare for call with Counsel regarding analysis status and preliminary findings.
27	3/7/2013	Lasater, David	0.5	Participate in call with Counsel regarding analysis status and preliminary findings.
27	3/7/2013	Liang, Vera	1.4	Identify random sample of certificates from claims documents.
27	3/7/2013	Mercurio, Matthew	4.6	Research use of binary indicator variables for housing price index development.
27	3/8/2013	Chuck, Brenton	3.4	Identify random sample of certificates from claims documents.
27	3/8/2013	Chuck, Brenton	3.6	Generate historical pricing data for random sample of certificates.
27	3/8/2013	Eichmann, Richard	2.1	Performed preliminary statistical test based on enlarged sample size.
27	3/8/2013	Eichmann, Richard	1.4	Evaluated the descriptive analysis of the expanded sample in relation to the strategy.
27	3/8/2013	Eichmann, Richard	2.7	Continue to perform numerous revisions and variations of the statistical tests to evaluate the improvement in precision of the expanded sample of certificates.
27	3/8/2013	Eichmann, Richard	1.8	Revised the graphs of the causal factors implicated in the statistical analysis of the expanded sample of certificate pricing.
27	3/8/2013	Lasater, David	0.3	Review additional data collection protocols as discussed with counsel.
27	3/8/2013	Liang, Vera	1.7	Identify tranche, shelf types from the random sample of certificates in support of litigation requests.
27	3/8/2013	Liang, Vera	3.8	Identify random sample of certificates from claims documents for litigation support.
27	3/8/2013	Liang, Vera	2.1	Generate historical pricing data for random sample of certificates for litigation support.
27	3/9/2013	Chuck, Brenton	1.9	Identify random sample of certificates from claims documents for litigation support.
27	3/9/2013	Chuck, Brenton	1.2	Generate historical pricing data for random sample of certificates for litigation support.
27	3/10/2013	Chuck, Brenton	3.8	Continue to identify random sample of certificates from claims documents for litigation support.
27	3/10/2013	Chuck, Brenton	3.9	Continue to generate historical pricing data for random sample of certificates.
27	3/11/2013	Chuck, Brenton	3.0	Create Stata regression summary of sample certificates.
27	3/11/2013	Chuck, Brenton	2.6	Create price plots by shelf type for each of the certificates in the sample for litigation support.
27	3/11/2013	Chuck, Brenton	1.2	Research historical S&P500 and MBS pricing indices for litigation analysis.
27	3/11/2013	Eichmann, Richard	1.9	Loaded aggregate macroeconomic data into the causal data set of the expanded sample.
27	3/11/2013	Eichmann, Richard	1.8	Performed statistical descriptive analysis of the aggregate macroeconomic data.

EXHIBIT F
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
DETAIL OF TIME ENTRIES
FOR THE PERIOD MARCH 1, 2013 THROUGH MARCH 31, 2013

Task Category	Date	Professional	Hours	Activity
27	3/11/2013	Eichmann, Richard	2.8	Performed regression analyses to evaluate the explanatory influence of aggregate macroeconomic data.
27	3/11/2013	Eichmann, Richard	1.4	Evaluate implications of the zero-constant regressions and re-run analysis.
27	3/11/2013	Lasater, David	0.8	Review litigation claims evaluation including design work for analysis of certificate prices.
27	3/11/2013	Lasater, David	1.0	Review econometric issues dealing specifically with unit roots for analysis at request of counsel.
27	3/11/2013	Mercurio, Matthew	2.7	Perform research re: index modeling and other econometric approaches.
27	3/12/2013	Chuck, Brenton	1.8	Research historical S&P500 and MBS pricing indices.
27	3/12/2013	Chuck, Brenton	2.4	Create Stata regression summary of sample certificates.
27	3/12/2013	Eichmann, Richard	2.1	Developed acquisition strategy and data capture template for detailed macroeconomic data at the request of counsel.
27	3/12/2013	Eichmann, Richard	2.0	Developed a tutorial of the template and the complexities of the data capture.
27	3/12/2013	Eichmann, Richard	2.6	Developed documentation into the statistical program code to accompany the addition of the the detailed macroeconomic drivers of certificate prices.
27	3/12/2013	Eichmann, Richard	1.4	Tested implications of shelf security differences for the sample of certificates through revision of the certificate price regressions at the request of counsel.
27	3/12/2013	Lasater, David	1.0	Evaluate revised regressions of certificates prices series related to macroeconomic variables.
27	3/13/2013	Ballou, Michael	2.8	Extract tranche distribution data from GMAC ResCap Vision database for 15 CUSIPs.
27	3/13/2013	Ballou, Michael	1.9	Prepare distribution summary and detailed monthly distribution reports for statistical analysis.
27	3/13/2013	Ballou, Michael	0.7	Prepare data GMAC ResCap Vision database data for statistical analysis.
27	3/13/2013	Eichmann, Richard	2.5	Revised the statistical models to receive additional variables affecting securities during [Redacted] at the request of counsel.
27	3/13/2013	Eichmann, Richard	1.7	Programmed the certain events to calculate excess residuals for generally accepted information value tests.
27	3/13/2013	Eichmann, Richard	2.3	Beta-tested and refined the revised models to obtain cumulative average residuals events test results.
27	3/13/2013	Eichmann, Richard	1.5	Prepared graphical presentation of the pro-forma residuals tests.
27	3/13/2013	Lasater, David	1.7	Perform analysis of certificate prices.
27	3/14/2013	Ballou, Michael	0.4	Extract most recent distribution statement from GMAC ResCap Vision database for 3 CUSIPs.
27	3/14/2013	Chuck, Brenton	1.7	Obtain credit rating downgrade history for 18 certificates.
27	3/14/2013	Eichmann, Richard	2.2	Following liability period discussion with counsel in relation to [REDACTED] case, revised the regression model programming, tested aggregate versus shelf-disaggregated results.
27	3/14/2013	Eichmann, Richard	1.8	Developed documentation into the statistical program code to provide "audit trail" of the residuals analysis.
27	3/14/2013	Eichmann, Richard	2.0	Updated the pricing regressions with detailed [REDACTED] data.
27	3/14/2013	Eichmann, Richard	1.2	Prepared graphical presentation package of the macroeconomic and pro-forma events results.
27	3/14/2013	Lasater, David	2.1	Update design work for analysis of [REDACTED].
27	3/15/2013	Chuck, Brenton	3.5	Obtain credit rating downgrade history for 18 certificates.
27	3/15/2013	Eichmann, Richard	2.8	Revise regression programming in response to econometrics issues discussion.
27	3/15/2013	Eichmann, Richard	1.4	Review econometrics issues associated with excess residuals approach.
27	3/15/2013	Eichmann, Richard	2.6	Revise graphical presentation to conform to revised regression programming.
27	3/15/2013	Eichmann, Richard	1.5	Revise imbedded documentation for revised regression programming from econometrics issues discussion.
27	3/15/2013	Lasater, David	1.5	Review econometric issues associated with excess residuals approach to information arrival in the MBS markets.
27	3/15/2013	Liang, Vera	1.8	Compare results of analysis to actual historical results.
27	3/15/2013	Liang, Vera	1.9	Continuc to compare results of analysis to actual historical results.
27	3/15/2013	Mercurio, Matthew	4.3	Interpret preliminary econometric results.
27	3/17/2013	Lasater, David	1.3	Evaluate incidences of [REDACTED] and [REDACTED] to the 17 certificates in our sample.

EXHIBIT F

RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020

DETAIL OF TIME ENTRIES

FOR THE PERIOD MARCH 1, 2013 THROUGH MARCH 31, 2013

Task Category	Date	Professional	Hours	Activity
27	3/17/2013	Lasater, David	1.2	Prepare summary of findings regarding certificates.
27	3/18/2013	Eichmann, Richard	1.9	Program the rating agency downgrades data received to the database.
27	3/18/2013	Eichmann, Richard	1.8	Cross-tabulate the time series of [REDACTED] on a disaggregated and aggregated basis.
27	3/18/2013	Eichmann, Richard	2.7	Re-run the sample regressions to evaluate the residuals produced from [REDACTED].
27	3/18/2013	Eichmann, Richard	1.6	Prepare graphical presentation of the residuals results for discussion with counsel.
27	3/18/2013	Eichmann, Richard	0.6	Revise graphical presentation to conform to revised regression programming.
27	3/18/2013	Lasater, David	1.1	Analyze price movements of sample certificates during the alleged liability period.
27	3/18/2013	Lasater, David	1.5	Continue to analyze price movements of sample certificates during the alleged liability period.
27	3/18/2013	Lasater, David	1.0	Incorporate updates to the analysis of price movements of sample certificates during the alleged liability period.
27	3/18/2013	Lasater, David	2.0	Update summary of analysis of price movements of sample certificates during the alleged liability period.
27	3/19/2013	Eichmann, Richard	0.8	Revise graphical presentation to conform to text descriptions in advance of call with counsel.
27	3/19/2013	Eichmann, Richard	1.0	Participate in call with counsel to review latest results of analysis.
27	3/19/2013	Eichmann, Richard	0.6	Revised imbedded documentation to the programming code to reflect division of analysis into revised liability and information categories.
27	3/19/2013	Eichmann, Richard	1.5	Revised graphical presentations to conform to revised two-category programming.
27	3/19/2013	Eichmann, Richard	2.5	Developed results and graphical presentation for use in mediation.
27	3/19/2013	Lasater, David	1.0	Coordinate and perform quality control review of graphical and text presentation in the presentation for Counsel.
27	3/19/2013	Lasater, David	1.0	Participate in call with counsel to review presentation.
27	3/19/2013	Lasater, David	1.5	Incorporate updates to the presentation discussed in call with Counsel.
27	3/19/2013	Leung, Ka	1.1	Perform collection of email as requested by D. Piedra (MoFo).
27	3/20/2013	Eichmann, Richard	1.2	Revised results and graphical presentation in advance of call with counsel.
27	3/20/2013	Eichmann, Richard	2.0	Revised programming and graphics presentation based on refined definitions of the liability period requested by counsel.
27	3/20/2013	Eichmann, Richard	1.7	Participated in call with counsel.
27	3/20/2013	Lasater, David	0.9	Prepare for call with Counsel to review and revise the presentation and potential use in mediation.
27	3/20/2013	Lasater, David	1.6	Participate in call with Counsel to review and revise the presentation to be used in mediation.
27	3/20/2013	Lasater, David	0.5	Update presentation to include an extended period of evaluation [REDACTED] for cumulative residual differences between expected (based on month-to-month revisions).
27	3/20/2013	Liang, Vera	1.6	Prepare graph Stata regression summary of sample certificates.
27	3/21/2013	Eichmann, Richard	2.8	Write programming code revisions to the regressions to include on a pro-forma basis the various cash distribution categories as event types.
27	3/21/2013	Eichmann, Richard	1.4	Write programming code revisions to the graphics presentations to include pro forma cash distribution effects on certificate prices.
27	3/21/2013	Lasater, David	0.6	Review counsel's request for cash distribution analysis.
27	3/21/2013	Liang, Vera	3.0	Identify random sample of certificates from claims documents.
27	3/22/2013	Ballou, Michael	2.2	Extract distribution data from GMAC ResCap Vision database for 6 sample certificates.
27	3/22/2013	Eichmann, Richard	2.6	Performed and evaluated descriptive analyses of the amounts by type and timing in relation to changes in [REDACTED].
27	3/22/2013	Eichmann, Richard	1.5	Reviewed and revised preliminary graphical displays of the analysis in advance of large data acquisition request from counsel.
27	3/22/2013	Lasater, David	1.5	Evaluate preliminary data acquisition about [REDACTED] from a sample of six certificates.
27	3/22/2013	Liang, Vera	1.8	Identify random sample of [REDACTED] from claims documents.
27	3/25/2013	Ballou, Michael	3.8	Extract [REDACTED] data from [REDACTED] database for 33 samples.
27	3/25/2013	Ballou, Michael	3.2	Extract [REDACTED] data from [REDACTED] database for 27 samples.
27	3/25/2013	Ballou, Michael	0.6	Prepare findings of data [REDACTED] database data for 60 samples for statistical analysis.
27	3/25/2013	Fisher, Amy	2.8	Perform research regarding [REDACTED] certificates.

EXHIBIT F

RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
DETAIL OF TIME ENTRIES
FOR THE PERIOD MARCH 1, 2013 THROUGH MARCH 31, 2013

Task Category	Date	Professional	Hours	Activity
27	3/25/2013	Lasater, David	0.5	Review data expansion at counsel's request and limited analysis.
27	3/26/2013	Dereska, Mark	0.5	Prepare analysis on the effect of certain variables on the [REDACTED].
27	3/26/2013	Lasater, David	0.5	Review updates re: test results for certain variables.
27	3/26/2013	Lasater, David	0.8	Review analysis of certain variables collected from Vision database.
27	3/27/2013	Gutzcit, Gina	0.4	Review update re: scope of work for litigation attorney work product.
27	3/28/2013	Chuck, Brenton	3.8	Create loss summary for sample population of certificates.
27	3/28/2013	Liang, Vera	2.8	Prepare summary of [REDACTED] for sample population of certificates.
27	3/28/2013	Nolan, William J.	0.4	Prepare correspondence to J. Levitt (MoFo) regarding FTI retention on litigation matters.
27	3/29/2013	Chuck, Brenton	2.2	Create summary of certificates with [REDACTED].
27	3/29/2013	Chuck, Brenton	3.3	Expand part one of random sample of certificates containing monthly distribution data in Visio database.
27	3/29/2013	Chuck, Brenton	3.2	Expand part two of random sample of certificates containing monthly distribution data in Visio database.
27	3/29/2013	Lasater, David	1.6	Review updates to the Vision data extraction and analysis following my observations of [REDACTED].
27	3/29/2013	Lasater, David	1.1	Perform analysis of data from [REDACTED] observations of the emerging sample of [REDACTED] per Counsel's request.
27	3/29/2013	Liang, Vera	3.9	Review summary of certificates with [REDACTED].
27	3/29/2013	Nolan, William J.	0.4	Review work litigation team has performed for J. Levitt (MoFo).
27 Total			259.4	
Grand Total			2,619.9	

EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

Chiu, Harry

Date	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expenses
11/19/2012	One-way coach airfare - New York City, NY to Minneapolis, MN (11/19/12).	\$881.80					\$881.80
1/1/2013	Taxi - residence to rental car location.				\$17.80		\$17.80
1/2/2013	Out of town meal/dinner for self.			\$20.00			\$20.00
1/2/2013	Parking at hotel (1/2/13 - 1/14/13).				\$76.00		\$76.00
1/2/2013	Out of town meal/breakfast for self.			\$10.50			\$10.50
1/2/2013	Lodging in Ft. Washington, PA - 2 nights (1/2/13 - 1/4/13).		\$599.28				\$599.28
1/2/2013	Tolls for travel to/from Ft. Washington, PA.				\$49.40		\$49.40
1/3/2013	Internet service while traveling.					\$19.63	\$19.63
1/3/2013	Out of town meal/breakfast for self.			\$11.30			\$11.30
1/3/2013	Out of town meal/dinner for self.			\$20.00			\$20.00
1/3/2013	Rental car for trip to Ft. Washington, PA (1/1/13 - 1/4/13).				\$868.13		\$868.13
1/3/2013	Tolls for travel to/from Ft. Washington, PA.				\$23.40		\$23.40

Footnotes:

- (1) All meals have been limited to \$20.00 per person.
(2) Prior period expense incurred, but not previously billed.
(3) Lodging has been capped at \$500 per night.

RESIDE: IBIT G
 EX1 J LLC, CASE NO. 12-12020
 BY PROFESSIONAL
 JANU. 1, 2013 THROUGH APRIL 30, 2013

Dora, Brian

Date	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expenses
² 12/3/2012	Taxi - FTI New York office to residence (overtime) as a result of having to work past 8:00 p.m.				\$14.63		\$14.63
² 12/5/2012	Taxi - FTI New York office to residence (overtime) as a result of having to work past 8:00 p.m.				\$15.33		\$15.33
² 12/6/2012	Taxi - FTI New York office to residence (overtime) as a result of having to work past 8:00 p.m.				\$14.53		\$14.53
1/7/2013	Taxi - FTI New York Office to residence (overtime) as a result of having to work past 8:00 p.m.				\$15.34		\$15.34
1/21/2013	Taxi - FTI New York Office to residence (overtime) as a result of having to work past 8:00 p.m.				\$14.87		\$14.87
1/28/2013	Taxi - FTI New York Office to residence (overtime) as a result of having to work past 8:00 p.m.				\$15.34		\$15.34
1/29/2013	Taxi - FTI New York Office to residence (overtime) as a result of having to work past 8:00 p.m.				\$15.01		\$15.01
1/30/2013	Taxi - FTI New York Office to residence (overtime) as a result of having to work past 8:00 p.m.				\$14.76		\$14.76
Total					\$119.81		\$119.81

Footnotes:

- (1) All meals have been limited to \$20.00 per person.
 (2) Prior period expense incurred, but not previously billed.
 (3) Lodging has been capped at \$500 per night.

EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

Garber, James

Date	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expenses
² 12/13/2012	Tolls - Toll processing charge (12/10/12 and 12/13/12).				\$20.90		\$20.90
² 12/20/2012	Tolls - Toll processing charge (12/17/12 and 12/20/12).				\$11.80		\$11.80
1/2/2013	Tolls to/from Valley Forge/Ft. Washington.				\$4.18		\$4.18
1/2/2013	Out of town meal/breakfast for self.			\$7.15			\$7.15
1/2/2013	Out of town meal/dinner for self.			\$20.00			\$20.00
1/3/2013	Tolls to/from Valley Forge/Ft. Washington.				\$4.18		\$4.18
1/3/2013	Out of town meal/breakfast for self.			\$8.50			\$8.50
1/4/2013	Lodging in Ft. Washington, PA - 2 nights (1/2/13 - 1/4/13).		\$235.44				\$235.44
1/4/2013	Out of town meal/dinner for self.			\$10.89			\$10.89
1/4/2013	Rental car for travel in Ft. Washington, PA (1/2/13 - 1/4/13).				\$311.68		\$311.68
1/4/2013	Taxi - Charlotte Airport to residence.				\$65.00		\$65.00
² 1/4/2013	Tolls - Toll processing charge (1/2/13 - 1/4/13).				\$8.85		\$8.85

Footnotes:

- (1) All meals have been limited to \$20.00 per person.
 (2) Prior period expense incurred, but not previously billed.
 (3) Lodging has been capped at \$500 per night.

EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

Hagopian, Zachary

e	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expenses
2	12/21/2012 Tolls for travel to/from New York, NY to Ft. Washington, PA office (November 2012).				\$29.66		\$29.66
2	12/23/2012 Tolls for travel to/from New York, NY to Ft. Washington, PA office (November 2012).				\$31.58		\$31.58
	1/14/2013 Out of town meal/breakfast for self.			\$8.42			\$8.42
	1/14/2013 Out of town meal/dinner for self.			\$20.00			\$20.00
	1/15/2013 Out of town meal/breakfast for self.			\$9.18			\$9.18
	1/15/2013 Out of town meal/dinner for self.			\$20.00			\$20.00
	1/16/2013 Out of town meal/breakfast for self.			\$8.28			\$8.28
	1/16/2013 Out of town meal/dinner for self.			\$20.00			\$20.00
	1/17/2013 Out of town meal/dinner for self.			\$15.08			\$15.08
	1/18/2013 Internet service while traveling (1/14/13 - 1/17/13).					\$42.00	\$42.00
	1/18/2013 Roundtrip coach airfare - Boston, MA/Philadelphia, PA (1/14/13 - 1/17/13).	\$857.80					\$857.80
	1/18/2013 Lodging in Ft. Washington, PA - 3 nights (1/14/13 - 1/17/13).		\$768.36				\$768.36

Footnotes:

- (1) All meals have been limited to \$20.00 per person.
 (2) Prior period expense incurred, but not previously billed.
 (3) Lodging has been capped at \$500 per night.

EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

Lefebvre, Richard

Date	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expense
9/20/2012	Tolls for travel to Cincinnati, OH airport.				\$10.18		\$10.18
1/21/2013	Roundtrip coach airfare - Cincinnati, OH/Philadelphia, PA (1/21/12 - 1/24/12).	\$711.80					\$711.80
1/21/2013	Mileage - residence to Cincinnati, OH airport (.38 miles @ 56.5¢ per mile).				\$21.47		\$21.47
1/21/2013	Out of town meal/dinner for self.			\$20.00			\$20.00
1/22/2013	Out of town meal/breakfast for self.			\$8.31			\$8.31
1/22/2013	Out of town meal/dinner for self.			\$13.66			\$13.66
1/23/2013	Out of town meal/breakfast for self.			\$6.27			\$6.27
1/24/2013	Lodging in Ft. Washington, PA - 3 nights (1/21/12 - 1/24/12).		\$476.28				\$476.28
1/24/2013	Mileage - Cincinnati, OH airport to residence (.38 miles @ 56.5¢ per mile).				\$21.47		\$21.47
1/24/2013	Out of town meal/breakfast for self.			\$6.27			\$6.27
1/24/2013	Parking at Cincinnati, OH airport (1/21/12 - 1/24/12).				\$60.00		\$60.00
1/24/2013	Rental car in Ft. Washington, PA (1/21/12 - 1/24/12).				\$294.27		\$294.27

Footnotes:

- (1) All meals have been limited to \$20.00 per person.
(2) Prior period expense incurred, but not previously billed.
(3) Lodging has been capped at \$500 per night.

EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

Lyman, Scott

Expense	Date	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expense
\$152.55	2 12/7/2012	Tolls for travel to/from New York, NY to Ft. Washington, PA office (November 2012).				\$31.01		\$31.01
\$8.90	1/2/2013	Parking at hotel.				\$30.00		\$30.00
\$16.50	1/3/2013	Out of town meal/breakfast for self.			\$10.00			\$10.00
\$177.95	1/3/2013	Out of town meal/dinner for self.			\$20.00			\$20.00
	1/3/2013	Lodging in Ft. Washington, PA - 1 night (1/3/13 - 1/4/13).		\$307.47				\$307.47
	1/4/2013	Out of town meal/breakfast for self.			\$7.00			\$7.00
	1/4/2013	Out of town meal/dinner for self.			\$20.00			\$20.00
	1/4/2013	Rental car for trip to Ft. Washington, PA (1/2/13 - 1/4/13).				\$544.89		\$544.89
	2 1/4/2013	Tolls for travel to/from New York, NY to Ft. Washington, PA office (December 2012).				\$179.17		\$179.17
	2 1/6/2013	Parking at airport.				\$30.00		\$30.00
	1/7/2013	Lodging in Ft. Washington, PA - 1 night (1/7/13 - 1/8/13).		\$301.32				\$301.32
	1/7/2013	Out of town meal/breakfast for self.			\$10.00			\$1

Footnotes:

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EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

McDonagh, Timothy

Date	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expenses
² 5/14/2012	Out of town meal/dinner for self and S. Qiao (FTI), B. Witherell (FTI).			\$60.00			\$60.00
² 5/15/2012	Out of town meal/dinner for self and S. Qiao (FTI), B. Witherell (FTI).			\$60.00			\$60.00
² 5/16/2012	Out of town meal/dinner with self and S. Qiao (FTI), B. Witherell (FTI).			\$60.00			\$60.00
² 5/18/2012	Car service - Newark airport to residence.				\$100.00		\$100.00
² 5/18/2012	One-way coach airfare - Minneapolis, MN/Newark, NJ (05/18/12).	\$711.76					\$711.76
² 5/18/2012	Out of town meal/dinner for self.			\$17.25			\$17.25
² 5/20/2012	Internet services while traveling.					\$39.80	\$39.80
² 5/20/2012	Lodging in Ft. Washington, PA - 4 nights (05/14/12 - 05/18/12).		\$853.92				\$853.92
² 5/21/2012	Out of town meal/breakfast for self			\$10.69			\$10.69
² 5/21/2012	Taxi - Minneapolis airport to client site.				\$41.35		\$41.35
² 5/21/2012	One-way coach airfare - Newark, NJ/Minneapolis, MN (05/21/12).	\$711.76					\$711.76
² 5/22/2012	Car Service - residence to Newark airport.				\$100.00		\$100.00

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- (1) All meals have been limited to \$20.00 per person.
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EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

McDonagh, Timothy

al Exp	Date	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expenses
\$6	5/7/2012	Internet services while traveling.					\$14.95	\$14.95
\$6	5/24/2012	One-way coach airfare - Minneapolis, MN/Newark, NJ (05/24/12).	\$711.76					\$711.76
\$6	5/24/2012	Out of town meal/dinner for self.			\$17.55			\$17.55
\$10	5/24/2012	Taxi - client offices to Minneapolis airport.				\$41.95		\$41.95
711	5/25/2012	Car Service - Newark airport to residence.				\$100.00	After 8pm?	\$100.00
17	5/29/2012	Mileage - residence to Ft. Washington, PA client site (180 miles @ 56.5¢ per mile) roundtrip.				\$99.90		\$99.90
9	5/29/2012	Tolls for travel from residence to Fort Washington, PA (roundtrip).				\$16.64		\$16.64
9	5/30/2012	Mileage - residence to Ft. Washington, PA client site (180 miles @ 56.5¢ per mile) roundtrip.				\$99.90		\$99.90
9	5/30/2012	Tolls for travel from residence to Fort Washington, PA (roundtrip).				\$16.64		\$16.64
2	5/31/2012	Tolls for travel from residence to Fort Washington, PA (roundtrip).				\$16.64		\$16.64
2	5/31/2012	Mileage - residence to Ft. Washington, PA client site (180 miles @ 56.5¢ per mile) roundtrip.				\$99.90		\$99.90
2	6/1/2012	Mileage - residence to Ft. Washington, PA client site (180 miles @ 56.5¢ per mile) roundtrip.				\$99.90		\$99.90

Footnotes:

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(3) Lodging has been capped at \$500 per night.

EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

McDonagh, Timothy

Date	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expenses
² 6/1/2012	Tolls for travel from residence to Fort Washington, PA (roundtrip).				\$16.64		\$16.64
² 6/4/2012	Internet services while traveling.					\$12.95	\$12.95
² 6/4/2012	Lodging in Ft. Washington, PA - 1 night (06/04/12 - 06/05/12).		\$268.92				\$268.92
² 6/4/2012	Mileage - residence to Ft. Washington, PA client site (88 miles @ 56.5¢ per mile) one-way.				\$48.84		\$48.84
² 6/4/2012	Out of town meal/dinner for self.			\$20.00			\$20.00
² 6/4/2012	Parking at hotel.				\$15.00		\$15.00
² 6/5/2012	Tolls for travel from residence to Fort Washington, PA (one way).				\$8.28		\$8.28
² 6/5/2012	Mileage - Ft. Washington, PA client site to residence (92 miles @ 56.5¢ per mile) one-way.				\$51.06		\$51.06
² 6/5/2012	Tolls for travel from Fort Washington, PA to residence (one way).				\$8.36		\$8.36
² 6/6/2012	Mileage - residence to Ft. Washington, PA client site (180 miles @ 56.5¢ per mile) roundtrip.				\$99.90		\$99.90
² 6/6/2012	Tolls for travel from residence to Fort Washington, PA (roundtrip).				\$16.64		\$16.64
² 6/7/2012	Mileage - residence to Ft. Washington, PA client site (180 miles @ 56.5¢ per mile) roundtrip.				\$99.90		\$99.90

Footnotes:

(1) All meals have been limited to \$20.00 per person.

(2) Prior period expense incurred, but not previously billed.

(3) Lodging has been capped at \$500 per night.

EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

McDonagh, Timothy

Expense	Date	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expenses
\$16.64	6/7/2012	Tolls for travel from residence to Fort Washington, PA (roundtrip).				\$16.64		\$16.64
\$129.90	6/8/2012	Mileage - residence to Ft. Washington, PA client site (180 miles @ 56.5¢ per mile) roundtrip.				\$99.90		\$99.90
\$268.64	6/8/2012	Tolls for travel from residence to Fort Washington, PA (roundtrip).				\$16.64		\$16.64
\$481.27	6/11/2012	One-way coach airfare - Newark, NJ/Minneapolis, MN (06/11/12).	\$726.45					\$726.45
20.00	6/11/2012	Out of town meal/breakfast for self			\$11.27			\$11.27
15.00	6/12/2012	Car Service - residence to Newark airport.				\$100.00		\$100.00
3.20	6/12/2012	Out of town meal/breakfast for self			\$7.98			\$7.98
106.87	6/13/2012	Lodging in Ft. Washington, PA - 3 nights (06/11/12 - 06/14/12).		\$543.87				\$543.87
36.19	6/14/2012	One-way coach airfare - Minneapolis, MN/Newark, NJ (06/14/12).	\$652.19					\$652.19
0.00	6/14/2012	Taxi - Minneapolis airport to client site.				\$40.00		\$40.00
	6/14/2012	Out of town meal/dinner for self and T. Grossman (FTI).			\$40.00			\$40.00
	6/14/2012	Out of town meal/breakfast for self			\$4.55			\$4.55

Footnotes:

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EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

McDonagh, Timothy

Total Expense	Date	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expense
\$192.02	6/27/2012	Lodging in Bloomington, MN - 1 nights (06/27/12 - 06/28/12).		\$192.02 Purpose?				\$192.02
\$663.19	6/27/2012	One-way coach airfare - Newark, NJ/ Minneapolis, MN (06/27/12).	\$663.19	Purpose?				\$663.19
\$8.55	6/27/2012	Out of town meal/breakfast for self			\$8.55			\$8.55
\$42.90	6/27/2012	Taxi - client offices to Minneapolis, MN.				\$42.90		\$42.90
\$100.00	6/28/2012	Car Service - Newark airport to residence.				\$100.00	After 3pm?	\$100.00
\$672.19	6/28/2012	One-way coach airfare - Minneapolis, MN/Newark, NJ (06/28/12).	\$672.19	Purpose?				\$672.19
\$20.00	6/28/2012	Out of town meal/dinner for self.			\$20.00			\$20.00
\$731.15	8/8/2012	One-way coach airfare Newark, NJ/Minneapolis, MN (08/08/12).	\$731.15	Purpose?				\$731.15
\$9.95	8/8/2012	Internet services while traveling.					\$9.95	\$9.95
\$5.98	8/8/2012	Out of town meal/breakfast for self			\$5.98			\$5.98
\$20.00	8/8/2012	Out of town meal/dinner for self.			\$20.00			\$20.00
\$41.90	8/8/2012	Taxi - Minneapolis airport to client site.				\$41.90		\$41.90

Footnotes:

- (1) All meals have been limited to \$20.00 per person.
(2) Prior period expense incurred, but not previously billed.
(3) Lodging has been capped at \$500 per night.

EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

McDonagh, Timothy

Date	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expenses
² 6/16/2012	Car Service - Newark airport to residence.				(100.00) After 8pm?		\$100.00
² 6/18/2012	Mileage - residence to Ft. Washington, PA client site (180 miles @ 56.5¢ per mile) roundtrip.				\$99.90		\$99.90
² 6/18/2012	Tolls for travel from residence to Fort Washington, PA (roundtrip).				\$16.64		\$16.64
⁴ 6/19/2012	Mileage - residence to Ft. Washington, PA client site (180 miles @ 56.5¢ per mile) roundtrip.				\$99.90		\$99.90
² 6/19/2012	Tolls for travel from residence to Fort Washington, PA (roundtrip).				\$16.64		\$16.64
² 6/20/2012	Mileage - residence to Ft. Washington, PA client site (180 miles @ 56.5¢ per mile) roundtrip.				\$99.90		\$99.90
² 6/20/2012	Tolls for travel from residence to Fort Washington, PA (roundtrip).				\$16.64		\$16.64
² 6/21/2012	Mileage - residence to Ft. Washington, PA client site (180 miles @ 56.5¢ per mile) roundtrip.				\$99.90		\$99.90
² 6/21/2012	Tolls for travel from residence to Fort Washington, PA (roundtrip).				\$16.64		\$16.64
² 6/22/2012	Mileage - residence to Ft. Washington, PA client site (180 miles @ 56.5¢ per mile) roundtrip.				\$99.90		\$99.90
² 6/22/2012	Tolls for travel from residence to Fort Washington, PA (roundtrip).				\$16.64		\$16.64
² 6/26/2012	Car Service - residence to Newark airport.				(100.00) After 8pm?		\$100.00

Supposed to be for travel to home?

Footnotes:

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EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

McDonagh, Timothy

al Exp	Date	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expenses
\$215	2/10/15/2012	Overtime meal/dinner for self incurred as a result of having to work past 8:00 p.m.			\$15.87			\$15.87
\$100	2/10/15/2012	Taxi - FTI New York Office to residence (overtime) as a result of having to work past 8:00 p.m.				\$100.00		\$100.00
\$227	2/10/16/2012	Overtime meal/dinner for self incurred as a result of having to work past 8:00 p.m.			\$10.49			\$10.49
\$11.88	2/10/16/2012	Taxi - FTI New York Office to residence (overtime) as a result of having to work past 8:00 p.m.				\$100.00		\$100.00
\$16.00	2/10/18/2012	Overtime meal/dinner for self incurred as a result of having to work past 8:00 p.m.			\$20.00			\$20.00
\$34.50	2/10/18/2012	Taxi - FTI New York Office to residence (overtime) as a result of having to work past 8:00 p.m.				\$100.00		\$100.00
\$9.95	2/2/25/2013	Car Service - residence to Newark airport. <i>Supposed to be to travel home?</i>				<u>\$100.00</u>	After 8pm?	\$100.00
97.88	2/2/25/2013	One-way coach airfare - Newark, NJ/Minneapolis, MN (02/25/13 - 02/25/13).	<u>\$936.61</u>	<i>Purpose?</i>				\$936.61
7.00	2/2/28/2013	Out of town meal/dinner for self.			\$14.88			\$14.88
1.00	2/2/28/2013	One-way coach airfare - Minneapolis, MN/Newark, NY (02/28/13 - 02/28/13).	<u>\$945.60</u>	<i>Purpose?</i>				\$945.60
13	2/2/28/2013	Car Service - Newark airport to residence.				<u>\$100.00</u>	After 8pm?	\$100.00
0	2/3/20/2013	Taxi - FTI New York office to ResCap client meeting with binders of supporting documents.				\$10.62		\$10.62

Footnotes:

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EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

McDonagh, Timothy

Date	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expenses
² 8/8/2012	Lodging in Ft. Washington, PA - 1 nights (08/08/12 - 08/09/12).		(\$213.48)	Purpose?			\$213.48
² 8/9/2012	Car Service - residence to Newark airport. <i>Supposed to be to travel home?</i>				(\$100.00)	After 8pm?	\$100.00
² 8/9/2012	Lodging in Ft. Washington, PA - 1 nights (08/09/12 - 08/10/12).		(\$227.41)	Purpose?			\$227.41
² 8/9/2012	Out of town meal/breakfast for self			\$11.85			\$11.85
² 8/9/2012	Out of town meal/dinner for self.			\$16.00			\$16.00
² 8/9/2012	Taxi - office to airport (flight was canceled, stayed at hotel at airport, flew out next day).				\$34.50		\$34.50
² 8/10/2012	Internet services while traveling.					\$9.95	\$9.95
² 8/10/2012	One-way coach airfare Minneapolis, MN/Newark, NJ (08/10/12).		(\$697.88)	Purpose?			\$697.88
² 8/10/2012	Out of town meal/breakfast for self			\$7.00			\$7.00
² 8/11/2012	Car Service - Newark airport to residence.				(\$100.00)	After 8pm?	\$100.00
² 10/11/2012	Overtime meal/dinner for self incurred as a result of having to work past 8:00 p.m			\$9.13			\$9.13
² 10/11/2012	Taxi - FTI New York Office to residence (overtime) as a result of having to work past 8:00 p.m.				\$100.00		\$100.00

Footnotes:

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 (3) Lodging has been capped at \$500 per night.

EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

Nolan, William J.

Date	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expenses
² 11/28/2012	Lodging in New York, NY - 1 night (11/27/12 - 11/28/12).		<u>\$258.12</u> Purpose?				\$258.12
² 11/28/2012	Out of town meal/breakfast for self			\$19.43			\$19.43
² 11/30/2012	Car Rental in Philadelphia, PA (11/27/12 - 11/30/12).				<u>\$394.37</u> ?		\$394.37
² 12/3/2012	Internet services while traveling.					\$9.95	\$9.95
² 12/4/2012	Out of town meal/dinner for self.			\$20.00			\$20.00
² 12/4/2012	Out of town meal/breakfast for self.			\$3.63			\$3.63
² 12/5/2012	Out of town meal/breakfast for self.			\$6.13			\$6.13
² 12/5/2012	Out of town meal/dinner for self.			\$20.00			\$20.00
² 12/6/2012	Car Service - New York airport to FTI offices. Supposed to be to residence?				<u>\$48.00</u> After 8pm?		\$48.00
² 12/6/2012	Internet services while traveling.					\$5.95	\$5.95
² 12/6/2012	Lodging in Philadelphia, PA - 3 nights (12/03/12 - 12/06/12).		<u>\$839.16</u> Purpose?				\$839.16
² 12/6/2012	Out of town meal/breakfast for self.			\$19.34			\$19.34

Footnotes:

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EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

Nolan, William J.

Date	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expenses
² 11/6/2012	Car service - residence to Charlotte airport. <i>supposed to be to residence</i>				\$66.00	<i>After 5pm?</i>	\$66.00
² 11/9/2012	Car service - Charlotte airport to residence.				\$66.00	<i>After 5pm?</i>	\$66.00
² 11/14/2012	Out of town meal/dinner for self.			\$20.00			\$20.00
² 11/15/2012	Out of town meal/dinner for self.			\$20.00			\$20.00
² 11/16/2012	Lodging in New York, NY - 3 nights (11/13/12 - 11/16/12). <i>Purpose?</i>		\$1,500.00	<i>1500.00 ÷ 3 = \$500.00</i>			\$1,500.00
² 11/16/2012	Taxi - FTL offices to NYC airport.				\$53.65		\$53.65
² 11/18/2012	Car service - residence to Charlotte airport. <i>supposed to be to residence?</i>				\$66.00	<i>After 5pm?</i>	\$66.00
² 11/19/2012	Out of town meal/breakfast for self			\$5.87			\$5.87
² 11/20/2012	Car service - Charlotte airport to residence.				\$66.00		\$66.00
² 11/20/2012	Lodging in New York, NY - 2 nights (11/18/12 - 11/20/12). <i>Purpose?</i>		\$693.22				\$693.22
² 11/20/2012	Out of town meal/breakfast for self			\$7.37			\$7.37
² 11/27/2012	Out of town meal/dinner for self.			\$20.00			\$20.00

Footnotes:

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 (3) Lodging has been capped at \$500 per night.

EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

Nolan, William J.

Date	Description	Airfare	Lodging⁽³⁾	Meals⁽¹⁾	Transportation	Other	Total Expenses
² 12/6/2012	Rental car in Philadelphia, PA (12/03/12 - 12/06/12).				\$312.94		\$312.94
² 12/6/2012	Tolls for travel to/from client meetings.				\$19.20		\$19.20
² 12/10/2012	Car service - residence to Charlotte airport.				\$66.00		\$66.00
² 12/17/2012	Car service - residence to Charlotte airport.				\$66.00		\$66.00
² 12/27/2012	Car service - Charlotte airport to residence.				\$66.00		\$66.00
² 1/4/2013	Internet services while traveling.					\$9.95	\$9.95
1/8/2013	Car service - residence to Charlotte airport.				\$66.00		\$66.00
1/8/2013	Internet charges while working during flight.					\$3.50	\$3.50
1/8/2013	Out of town meal/dinner for self.			\$20.00			\$20.00
1/8/2013	Roundtrip coach airfare - Charlotte, NC/New York, NY (1/8/13 - 1/10/13).	\$1,006.86					\$1,006.86
1/8/2013	Taxi - New York LaGuardia Airport to hotel.				\$50.80		\$50.80
1/9/2013	Out of town meal/breakfast for self.			\$20.00			\$20.00

Footnotes:

- (1) All meals have been limited to \$20.00 per person.
 (2) Prior period expense incurred, but not previously billed.
 (3) Lodging has been capped at \$500 per night.

EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

Qiao, Shi

Expense	Date	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expense
\$35.90	2 6/4/2012	Taxi - Philadelphia airport to client office.				\$79.15		\$79.15
\$35.90		Total				\$79.15		\$79.15

Footnotes:

- (1) All meals have been limited to \$20.00 per person.
(2) Prior period expense incurred, but not previously billed.
(3) Lodging has been capped at \$500 per night.

EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

Renzi, Mark A

Date	Description	Airfare	Lodging⁽³⁾	Meals⁽¹⁾	Transportation	Other	Total Expense
² 6/18/2012	Lodging in New York, NY - 1 night (06/18/12).		<u>\$422.33</u> Purpose?				\$422.33
² 10/16/2012	Out of town meal/dinner for self.			\$20.00			\$20.00
² 12/4/2012	Lodging in New York City, NY- 1 night (01/21/13).		<u>\$500.00</u> Purpose?				\$500.00
² 1/2/2013	Parking at FTI office Boston (01/02/13).				\$38.00		\$38.00
1/2/2013	Out of town meal/dinner for self.			\$20.00			\$20.00
1/6/2013	Roundtrip coach airfare - Boston/New York (1/7/13 - 1/9/13).	<u>\$613.32</u> Purpose?					\$613.32
1/6/2013	Taxi - FTI New York office to New York LaGuardia Airport.				\$43.70		\$43.70
1/9/2013	Parking at Boston Logan Airport.				\$96.00		\$96.00
1/9/2013	Taxi - FTI New York office to New York LaGuardia Airport.				\$43.70		\$43.70
1/16/2013	Out of town meal/breakfast for self.			\$6.11			\$6.11
² 1/16/2013	Rental car in Philadelphia, PA (01/16/13 - 01/17/13).				\$118.21		\$118.21
1/16/2013	Roundtrip coach airfare - Boston/Philadelphia (1/16/13 - 1/17/13).		<u>\$563.00</u> Purpose?				\$563.00

Footnotes:

- (1) All meals have been limited to \$20.00 per person.
 (2) Prior period expense incurred, but not previously billed.
 (3) Lodging has been capped at \$500 per night.

EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

Renzi, Mark A

pense	Date	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expenses
40.00	2/28/2013	Parking at Boston Logan Airport.				\$64.00		\$64.00
\$4.88	2/28/2013	Rail - Coach/Economy in New York City, NY to New York City, NY (2/28/13 - 2/28/13).				<u>\$10.00</u> Purpose?		\$10.00
20.00	2/28/2013	Taxi - FTL New York office to New York LaGuardia Airport.				\$48.50		\$48.50
11.42	2/28/2013	Out of town meal/breakfast for self.			\$3.18			\$3.18
0.00	² 2/28/2013	Car Service - Boston Logan airport to residence.				<u>\$100.00</u> After 8pm?		\$100.00
3.65	2/28/2013	Out of town meal/dinner for self.			\$18.01			\$18.01
1.34	3/5/2013	Taxi - NYC office to hotel.				\$15.94		\$15.94
.99	3/11/2013	One-way coach airfare - Boston, MA/New York City, NY (03/11/13).	<u>\$322.66</u> Purpose?					\$322.66
.00	² 3/11/2013	One-way coach airfare - Boston, MA/New York City, NY (03/11/13).	<u>\$322.66</u> Purpose?					\$322.66
00	3/11/2013	Out of town meal/breakfast for self.			\$5.38			\$5.38
32	3/11/2013	Taxi - LGA airport to hotel.				\$46.63		\$46.63
55	3/12/2013	Out of town meal/breakfast for self.			\$4.33			\$4.33

Footnotes:

- (1) All meals have been limited to \$20.00 per person.
(2) Prior period expense incurred, but not previously billed.
(3) Lodging has been capped at \$500 per night.

EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

Renzi, Mark A

Date	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expenses
3/28/2013	Out of town meal/breakfast for self.			\$5.94			\$5.94
3/28/2013	Parking at Boston Logan airport.				\$81.00		\$81.00
3/28/2013	Taxi - hotel to LGA airport.				\$44.79		\$44.79
3/29/2013	Out of town meal/dinner for self.			\$20.00			\$20.00
² 3/29/2013	Lodging in New York, NY - 3 nights (04/26/13 - 04/28/13).		\$1,182.28				\$1,182.28
4/3/2013	Out of town meal/dinner for self.			\$20.00			\$20.00
4/3/2013	One-way coach airfare - Boston, MA/New York City, NY (04/03/13).	\$322.66					\$322.66
4/3/2013	Out of town meal/breakfast for self.			\$6.48			\$6.48
4/4/2013	Out of town meal/breakfast for self.			\$3.25			\$3.25
4/4/2013	Out of town meal/dinner for self.			\$20.00			\$20.00
4/5/2013	Lodging in New York, NY - 1 night (04/03/13 - 04/04/13).		\$500.00				\$500.00
4/5/2013	Lodging in New York, NY - 1 night (04/04/13 - 04/05/13).		\$433.22				\$433.22

Footnotes:

- (1) All meals have been limited to \$20.00 per person.
 (2) Prior period expense incurred, but not previously billed.
 (3) Lodging has been capped at \$500 per night.

EXHIBIT G
RESIDENTIAL CAPITAL LLC, CASE NO. 12-12020
EXPENSE DETAIL BY PROFESSIONAL
JANUARY 1, 2013 THROUGH APRIL 30, 2013

Renzi, Mark A

Date	Description	Airfare	Lodging ⁽³⁾	Meals ⁽¹⁾	Transportation	Other	Total Expenses
4/23/2013	Car Service - Boston Logan airport to residence.				(100.00) After 8pm?		\$100.00
4/24/2013	Out of town meal/breakfast for self.			\$10.10			\$10.10
4/24/2013	Out of town meal/dinner for self.			\$20.00			\$20.00
4/25/2013	Lodging in New York, NY - 3 nights (04/22/13 - 04/25/13).		(1,500.00) Purpose?				\$1,500.00
4/26/2013	Out of town meal/breakfast for self.			\$9.98			\$9.98
Total		\$7,534.12	\$11,940.86	\$825.44	\$2,385.52	\$29.45	\$22,715.39

Footnotes:

- (1) All meals have been limited to \$20.00 per person.
(2) Prior period expense incurred, but not previously billed.
(3) Lodging has been capped at \$500 per night.

EXHIBIT F

Hudson Cook, LLP

7250 Parkway Drive, 5th Floor
Hanover, MD 21076-1343
Telephone: (410) 684-3200 Fax: (410) 684-2001
FEIN 52-2001482
Billing Inquiries (410) 865-5414

February 8, 2013

Ally Bank
Tammy P. Hamzehpour
General Counsel, Mortgage Operations
Legal Staff
1100 Virginia Drive
Fort Washington, PA 19034

Invoice No. 43489
Reference No. 2952-003 LCD

Foreclosure Review Legal Advice

Professional Services

For services rendered for period through 01/31/2013 in connection with:
All States Foreclosure Review Legal Advice at Due Diligence Rates with a minimum
fee of \$50,000.00 per month.
Matter No. 713000

Foreclosure Review Legal Advice

003

Fees

L	01/16/2013	AJC	C200	Complete brief research to respond to foreclosure sales SCRA issue; email to Lisa DeLessio regarding same.	1.80	575.00	1,035.00
	01/14/2013	CCS	C300	Meeting to discuss SCRA review issues.	2.00	275.00	550.00
L	01/14/2013	CCS	C200	Reviewed OCC guidance on SCRA testing issues. Reviewed SCRA statutory requirements.	1.60	275.00	440.00
	01/15/2013	CCS	C300	SCRA foreclosure review at Fort Washington.	9.00	275.00	2,475.00
	01/16/2013	CCS	C300	SCRA foreclosure review at Fort Washington.	7.50	275.00	2,062.50
	01/17/2013	CCS	C300	SCRA foreclosure review at Fort Washington.	9.00	275.00	2,475.00
	01/18/2013	CCS	C300	SCRA foreclosure review at Fort Washington.	5.30	275.00	1,457.50
L	01/02/2013	CLG	C200	Researched case law and statutes and prepared remediation chart.	3.90	275.00	1,072.50
L	01/02/2013	DFC	C400	Prepare for and attend FRB conference call regarding GMAC engagement; follow-up telephone discussion with L. Delessio and G. Apfel regarding same and workstream assignments.	1.70	455.00	773.50
L	01/04/2013	DFC	C400	Prepare fee application and email same to Pepper Hamilton for BK court submission; telephone discussion with G. Apfel regarding same.	1.10	455.00	500.50
L	01/04/2013	DFC	C300	Review emails from J. Odom regarding revised regulator SCRA guidance and attached documents; telephone discussion with L. Delessio regarding PWC's Observation and Error Forecast - ILC SLA and Forecast Volume and review of same.	1.40	455.00	637.00
L	01/07/2013	DFC	C400	Prepare for and attend GMAC / PWC workstream conference call; per Sewitt reallocate workstream	2.10	455.00	955.50

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2952-003
Ally Bank

Invoice No: 43489
Invoice Date: 02/08/2013

			resources; telephone discussion with L. Delessio regarding SCRA scheduling and support and review email from J. King regarding same.			
✓	01/09/2013	DFC	C400	Prepare for and attend PWC and FRB telephone conference call; follow-up discussion with L. Delessio regarding same and through-put schedule.	1.30	455.00 591.50
✓	01/10/2013	DFC	C300	Review and respond to email from J. King ad L. Delessio regarding SCRA Section 521 remediation testing and Decision Tree analysis.	0.80	455.00 364.00
✓	01/11/2013	DFC	C300	Telephone discussion with L. Delessio regarding SCRA testing requirements in light of recent FRB published guidance; telephone discussion with G. Apfel regarding BK standing process changes.	2.20	455.00 1,001.00
	01/14/2013	DFC	C400	Prepare for and attend GMAC Sweit meeting regarding throughput and workstream updates; review ownership template of the data required to determine standing for POC's and MFR's per PWCs request.	2.60	455.00 1,183.00
	01/15/2013	DFC	C300	Review WV remediation memo for state law mapping.	3.70	455.00 1,683.50
	01/16/2013	DFC	C300	Begin review of NV remediation memo for state law mapping.	2.60	455.00 1,183.00
✓	01/17/2013	DFC	C300	Prepare MA SCRA document review list and email same with links to relevant forms to L. Delessio; and telephone discussion with L. Delessio regarding same; review draft OTL report for 12 BK loans from PWC and emails from G. Apfel regarding BK standing review.	2.90	455.00 1,319.50
✓	01/18/2013	DFC	C400	Prepare for and attend PWC weekly legal status conference call; review bankruptcy standing worksheets, and telephone discussion with L. Delessio regarding same.	2.00	455.00 910.00
✓	01/21/2013	DFC	C300	Prepare for SCRA and standing workstream onsite meetings and work on review process issues and file review.	7.50	455.00 3,412.50
	01/22/2013	DFC	C300	Work onsite at GMAC facility with PWC on SCRA and BK standing workstreams.	9.00	455.00 4,095.00
	01/23/2013	DFC	C300	Work onsite with PWC in Fort Washington on SCRA and BK standing review workstreams.	9.40	455.00 4,277.00
	01/24/2013	DFC	C300	Work onsite with PWC in Fort Washington on SCRA and BK standing review workstreams.	7.70	455.00 3,503.50
	01/25/2013	DFC	C300	Review standing data request and document lists; exchange emails with L. Delessio regarding SCRA file review and PWC conference call issues.	3.50	455.00 1,592.50
	01/28/2013	DFC	C400	Attend telephone conference call with PWC and Sweit regarding workstream progress and through-put schedule.	1.10	455.00 500.50
✓	01/29/2013	DFC	C300	Telephone discussion with L. Delessio concerning new standing file assignments and SCRA rebuttals; prepare BK fee filing notice and circulate same to Pepper Hamilton.	1.40	455.00 637.00
	01/30/2013	DFC	C300	Review GMAC SCRA rebuttals with L. Delessio and review emails from J. King regarding same.	0.90	455.00 409.50

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2952-003 Ally Bank				Invoice No: 43489 Invoice Date: 02/08/2013		
L 01/31/2013	DFC	C300	Review email from G. Apfel regarding requested GMAC summary of findings chart; review delivered chart for formatting BK standing review.	1.10	455.00	500.50
01/07/2013	EDM	C300	Reviewed and analyzed Connecticut files for standing determination.	0.80	275.00	220.00
01/07/2013	EDM	C200	Florida - Reviewed and analyzed Florida files for standing determination.	2.70	275.00	742.50
01/07/2013	EDM	C200	Indiana - Reviewed and analyzed Indiana files for standing determination.	2.80	275.00	770.00
01/07/2013	EDM	C200	Kansas - Reviewed and analyzed Kansas files for standing determination.	1.70	275.00	467.50
01/08/2013	EDM	C200	Kansas - Reviewed and analyzed Kansas files for standing determination.	0.60	275.00	165.00
01/08/2013	EDM	C200	New Jersey - Reviewed and analyzed New Jersey files for standing determination.	1.40	275.00	385.00
01/08/2013	EDM	C200	New York - Reviewed and analyzed New York files for standing determination.	0.70	275.00	192.50
01/08/2013	EDM	C200	Oklahoma - Reviewed and analyzed Oklahoma files for standing determination.	1.30	275.00	357.50
01/08/2013	EDM	C200	Wisconsin - Reviewed and analyzed Wisconsin files for standing determination.	1.00	275.00	275.00
01/08/2013	EDM	C200	Pennsylvania - Reviewed and analyzed Pennsylvania files for standing determination.	2.60	275.00	715.00
01/09/2013	EDM	C200	Pennsylvania - Reviewed and analyzed Pennsylvania files for standing determination.	2.00	275.00	550.00
01/09/2013	EDM	C200	South Carolina - Reviewed and analyzed South Carolina files for standing determination.	1.80	275.00	495.00
01/02/2013	JLK	C300	Responded to PwC request for guidance and updates to SCRA review.	3.30	425.00	1,402.50
01/03/2013	JLK	C300	Assist PwC with the SCRA portion of the IFR.	4.50	425.00	1,912.50
01/04/2013	JLK	C300	Assist PwC with the SCRA portion of the IFR.	4.40	425.00	1,870.00
L 01/07/2013	JLK	C300	Review new OCC/FRB guidance re SCRA testing/interpretations. Write-up requirements for PwC. Determine impact on current test questions. Email exchanges regarding upcoming travel per Ally/GMAC request.	5.20	425.00	2,210.00
L 01/08/2013	JLK	C300	Review and format of new SCRA batch files. Email exchanges re expedited review protocol and changes to the SCRA portion of the IFR scope. Prepare for onsite meetings.	4.30	425.00	1,827.50
01/09/2013	JLK	C300	Assist PwC onsite with the SCRA foreclosure review.	9.50	425.00	4,037.50
01/10/2013	JLK	C300	Assist PwC onsite with the SCRA foreclosure review.	7.10	425.00	3,017.50
01/11/2013	JLK	C300	Assist PwC with the SCRA portion of the IFR.	6.20	425.00	2,635.00
01/13/2013	JLK	C300	Prepare for and attend meeting with PwC regarding scope of SCRA testing and potential procedural updates.	2.80	425.00	1,190.00
01/14/2013	JLK	C300	Review foreclosure review information and updates. Prepare for onsite meetings.	2.30	425.00	977.50
01/15/2013	JLK	C300	Assist PwC with onsite SCRA review.	8.50	425.00	3,612.50
01/16/2013	JLK	C300	Assist PwC with onsite SCRA loan file review.	8.50	425.00	3,612.50

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2952-003				Invoice No:		43489
Ally Bank				Invoice Date:		02/08/2013
01/17/2013	JLK	C300	Advise PwC re the SCRA portion of the IFR.	8.50	425.00	3,612.50
01/18/2013	JLK	C300	Advise PwC re the SCRA portion of the IFR.	6.20	425.00	2,635.00
01/19/2013	JLK	C300	Assist PwC with the review of SCRA loans for the IFR.	1.40	425.00	595.00
01/20/2013	JLK	C300	Assist PwC with the review of SCRA loans for the IFR.	2.30	425.00	977.50
01/22/2013	JLK	C300	Assist PwC with onsite review of SCRA loan files for the IFR.	8.50	425.00	3,612.50
01/23/2013	JLK	C300	Assist PwC with onsite review of SCRA loan files for the IFR.	8.50	425.00	3,612.50
01/24/2013	JLK	C300	Assist PwC with the SCRA portion of the IFR.	6.20	425.00	2,635.00
01/25/2013	JLK	C300	Assist PwC with the SCRA portion of the IFR.	1.30	425.00	552.50
01/30/2013	JLK	C300	Review of rebuttals for SCRA loans where observations occurred.	4.10	425.00	1,742.50
01/02/2013	JWM	C200	Researched and drafted borrower remediation memo for South Carolina.	2.30	275.00	632.50
01/02/2013	JWM	C200	Reviewed, analyzed, and responded to second ownership observation responses for CA.	1.90	275.00	522.50
01/03/2013	JWM	C200	Researched and drafted borrower remediation memo for South Carolina.	3.80	275.00	1,045.00
01/04/2013	JWM	C200	Researched and drafted borrower remediation memo for South Carolina.	1.80	275.00	495.00
01/04/2013	JWM	C200	Reviewed, analyzed, and responded to second ownership observation responses for CA. Updated ownership responses tracking chart.	2.60	275.00	715.00
01/07/2013	JWM	C200	Reviewed, analyzed, and responded to ownership observation responses for CA.	7.80	275.00	2,145.00
01/08/2013	JWM	C300	On site with Ally SCRA team.	11.40	275.00	3,135.00
01/09/2013	JWM	C300	On site with Ally SCRA team.	11.70	275.00	3,217.50
01/10/2013	JWM	C300	On site with Ally SCRA team.	11.20	275.00	3,080.00
01/11/2013	JWM	C300	On site with Ally SCRA team.	7.90	275.00	2,172.50
01/14/2013	JWM	C300	On site with Ally SCRA team.	7.40	275.00	2,035.00
01/15/2013	JWM	C300	On site with Ally SCRA team.	9.40	275.00	2,585.00
01/16/2013	JWM	C300	On site with Ally SCRA team.	8.60	275.00	2,365.00
01/17/2013	JWM	C300	On site with Ally SCRA team.	8.20	275.00	2,255.00
01/18/2013	JWM	C300	On site with Ally SCRA team.	7.30	275.00	2,007.50
01/22/2013	JWM	C300	On site with Ally SCRA and Standing teams.	9.80	275.00	2,695.00
01/23/2013	JWM	C300	On site with Ally SCRA and Standing teams.	10.00	275.00	2,750.00
01/24/2013	JWM	C300	On site with Ally SCRA and Standing teams.	8.80	275.00	2,420.00
01/25/2013	JWM	C300	On site with Ally SCRA and Standing teams.	5.00	275.00	1,375.00
01/28/2013	JWM	C100	Ownership reviews tracking.	0.80	275.00	220.00
01/29/2013	JWM	C200	Ally ownership reviews tracking. Reviewed IL second iteration loans for PwC.	3.80	275.00	1,045.00
01/30/2013	JWM	C200	Reviewed IL second iteration loans for PwC.	4.40	275.00	1,210.00
01/31/2013	JWM	C200	Reviewed IL second iteration loans for PwC.	6.60	275.00	1,815.00
01/15/2013	KCF	C200	Nebraska - Legal research regarding remedies for wrongful foreclosure or failure to follow certain required statutory foreclosure requirements. Analysis of issues raised by same.	2.70	300.00	810.00

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2952-003 Ally Bank				Invoice No: 43489 Invoice Date: 02/08/2013		
01/18/2013	KCF	C200	Nebraska - Analysis of issues regarding potential borrower harm related to failure of the trustee to follow all required statutory foreclosure procedures.	2.40	300.00	720.00
01/29/2013	KCF	C200	Nebraska - Drafting of revisions to borrower harm memorandum.	1.40	300.00	420.00
01/30/2013	KCF	C200	Nebraska - Legal research regarding Nebraska law governing consequences of improperly appointing a successor trustee. Analysis of borrower harm issues. Drafting of revisions to borrower harm memorandum.	3.10	300.00	930.00
01/31/2013	KCF	C200	Nebraska - Drafting of revisions to borrower harm memorandum.	1.80	300.00	540.00
✓ 01/02/2013	LCD	C200	Work on remediation for state law violations; discussions with L. Thomas and D. Clarke re same; review work on ownership standing workstream and respond to issues related to same; participate in call with PwC and Federal Reserve Board.	4.20	435.00	1,827.00
01/03/2013	LCD	C200	Continue work on review and revisions to state law remediation for deed of trust states.	3.60	435.00	1,566.00
✓ 01/04/2013	LCD	C200	Review status of ownership and SCRA files; participate in planning call with PwC. Review throughput production schedule. Consider proposal and follow-up re same.	2.10	435.00	913.50
01/05/2013	LCD	C300	Review updated SCRA guidance and decision trees from OCC/FRB. Review documents from PwC regarding SCRA testing; email exchange with PwC re categories of findings and review response re same.	2.10	435.00	913.50
01/06/2013	LCD	C400	Prepare for and participate in SCRA call with PwC. Follow-up review of SCRA issues.	2.30	435.00	1,000.50
01/07/2013	LCD	C300	Participate in call with PwC and Ally; call with PwC (J. Odom) re focus of reviews; continue work on state law remediation charts.	3.80	435.00	1,653.00
01/08/2013	LCD	C200	Work onsite with PwC on SCRA file reviews and analysis. Meetings with PwC re review issues.	8.60	435.00	3,741.00
01/09/2013	LCD	C300	Work onsite with PwC on SCRA file reviews and analysis.	12.80	435.00	5,568.00
01/10/2013	LCD	C200	Work onsite with PwC team and review and analysis SCRA files and rebuttals.	10.60	435.00	4,611.00
01/11/2013	LCD	C200	Work onsite with PwC team; review and analyze SCRA files.	6.40	435.00	2,784.00
✓ 01/14/2013	LCD	C300	Conduct training for attorneys on SCRA findings and updated guidance; review SCRA files and questions from PwC; Prepare for and participate in call with PwC and Ally. Discuss use of new ownership templates with PwC and issues related to BK standing review.	5.20	435.00	2,262.00
01/15/2013	LCD	C200	Work onsite with PwC on SCRA file reviews and analysis.	9.20	435.00	4,002.00
01/16/2013	LCD	C200	Work onsite with PwC on SCRA file reviews and analysis.	10.30	435.00	4,480.50
01/17/2013	LCD	C200	Work onsite with PwC on SCRA file reviews and analysis. Attend meetings with PwC and Ally.	11.60	435.00	5,046.00

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			Work on ownership review issues.			
L	01/18/2013	LCD	C300	Address SCRA questions; review Bankruptcy Standing documentation from PwC. Call with PwC regarding BK and State standing streamlining and reviews. Follow-up discussion with D. Clarke on standing reviews. Begin work on building document list for standing.	4.20	435.00 1,827.00
	01/22/2013	LCD	C300	Continue work on building file list for all states for standing analysis; meeting with PwC regarding standing; discussions with D. Clarke re: BK standing issues and incorporating same with state law standing review.	4.20	435.00 1,827.00
L	01/23/2013	LCD	C300	Participate in status call with PwC, Federal Reserve Board, and FDIC; review and analyze SCRA files from PwC. Discuss Bankruptcy standing issues with D. Clarke; revise file build document list; email to PwC with revised file build list for state and bankruptcy standing.	6.80	435.00 2,958.00
L	01/24/2013	LCD	C300	Call with PwC (A. Boland) to discuss new standing templates and related issues; Review and comment on revised document list from PwC for State and Bankruptcy standing file builds; Discuss revised standing template and BK review with D. Clarke. Exchange with PwC (K. Winacott) regarding status of files for review and return.	3.80	435.00 1,653.00
L	01/25/2013	LCD	C300	Review ownership issues; call with PwC to discuss BK and State standing/ownership review. Address open SCRA file issues with PwC.	1.10	435.00 478.50
	01/28/2013	LCD	C300	Prepare for and participate in call with PwC and Ally; review standing file review issues and research with W. McArthur; review new files in from PwC.	2.40	435.00 1,044.00
	01/30/2013	LCD	C200	Review SCRA files.	3.20	435.00 1,392.00
L	01/31/2013	LCD	C300	Review questions from PwC (A. Boland) on standing templates and document list; review standing template document and return same to PwC; email to PwC (A. Boland) re: Note in possession and wholesale loans.	1.80	435.00 783.00
	01/03/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Mississippi and Missouri.	7.40	375.00 2,775.00
	01/04/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Missouri.	3.50	375.00 1,312.50
	01/07/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Maryland.	8.20	375.00 3,075.00
	01/08/2013	LMT	C200	Research and analyze state law borrower harm categorizations for North Carolina.	7.90	375.00 2,962.50
	01/09/2013	LMT	C200	Research and analyze state law borrower harm categorizations for North Carolina and Idaho.	7.60	375.00 2,850.00
	01/10/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Tennessee.	7.50	375.00 2,812.50
	01/11/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Alaska.	7.70	375.00 2,887.50
	01/14/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Oregon and New Mexico.	8.40	375.00 3,150.00

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✓	01/16/2013	MHM	C300	Reviewed instructions for bankruptcy review, reviewed portions of a loan file, and prepared for call with Gary Apfel to discuss the review process.	2.70	275.00 742.50
	01/16/2013	MHM	C300	Participated in a call with Gary Apfel to discuss the bankruptcy review project.	2.40	275.00 660.00
	01/17/2013	MHM	C300	Participated in training call on bankruptcy review procedures with Pepper Hamilton.	1.90	275.00 522.50
	01/17/2013	MHM	C300	Reviewed bankruptcy files for the first handoff to determine the stay period.	3.80	275.00 1,045.00
	01/18/2013	MHM	C300	Reviewed bankruptcy files to collect information for the first handoff regarding the stay period.	5.60	275.00 1,540.00
	01/22/2013	MHM	C300	Reviewed and analyzed bankruptcy files to respond to questions for the first handoff regarding the stay period.	6.20	275.00 1,705.00
	01/24/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	0.90	275.00 247.50
	01/24/2013	MHM	C300	Reviewed bankruptcy files to determine the stay period for the first handoff.	0.90	275.00 247.50
	01/25/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for TN and IL.	1.90	275.00 522.50
	01/29/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay review period for handoff 1.	1.90	275.00 522.50
	01/29/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	1.00	275.00 275.00
	01/30/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	4.50	275.00 1,237.50
	01/31/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	6.00	275.00 1,650.00
	01/03/2013	MSM	C300	Ownership review - Georgia.	0.80	400.00 320.00
	01/04/2013	MSM	C300	Ownership review - California.	2.30	400.00 920.00
	01/08/2013	MSM	C300	Ownership review - various states.	0.80	400.00 320.00
	01/09/2013	MSM	C300	Ownership review - various states.	0.50	400.00 200.00
	01/10/2013	MSM	C300	Ownership review - Tennessee.	3.80	400.00 1,520.00
	01/11/2013	MSM	C300	Ownership review.	4.00	400.00 1,600.00
	01/14/2013	MSM	C300	Ownership review and SCRA review.	2.40	400.00 960.00
	01/15/2013	MSM	C300	On site SCRA review.	10.50	400.00 4,200.00
	01/16/2013	MSM	C300	On site SCRA review.	9.00	400.00 3,600.00
	01/24/2013	MSM	C300	Ownership review.	0.40	400.00 160.00
	01/29/2013	MSM	C300	Ownership review.	1.50	400.00 600.00
	01/03/2013	PLC	C200	Revising Alaska remediation memo.	0.90	275.00 247.50
	01/04/2013	PLC	C200	Revising Alaska remediation memo.	2.30	275.00 632.50
✓	01/02/2013	SJB	C300	Review and analyze Florida ownership observations; telephone call with L. DeLessio regarding ownership review.	2.20	475.00 1,045.00
	01/03/2013	SJB	C300	Review and analyze Florida ownership observations and discuss same with M. MacKenzie.	2.70	475.00 1,282.50
✓	01/04/2013	SJB	C300	Review and analyze Florida ownership observations and discuss same with L. DeLessio and M. MacKenzie; discuss California ownership issues with W. McArthur and M. Musselman.	2.80	475.00 1,330.00

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FEIN 52-2001482
Billing Inquiries (410) 865-5414

March 12, 2013

Ally Bank
Tammy P. Hamzehpour
General Counsel, Mortgage Operations
Legal Staff
1100 Virginia Drive
Fort Washington, PA 19034

Invoice No. 44022
Reference No. 2952-003 LCD

ForeclosureReview Legal Advice

Professional Services

For services rendered for period through 02/28/2013 in connection with:
All States Foreclosure Review Legal Advice at Due Diligence Rates with a minimum
fee of \$50,000.00 per month.
Matter No. 713000

ForeclosureReview Legal Advice

003

Fees

02/01/2013	DFC	C300	Review summary of stay violations prepared by Pepper Hamilton for Sewitt for standing issues; email to L. Delessio regarding same.	1.30	455.00	591.50
02/01/2013	JLK	C300	Respond to SCRA Rebuttals for PwC as part of the Ally/GMAC IFR.	7.10	425.00	3,017.50
02/01/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	7.60	275.00	2,090.00
02/01/2013	LCD	C300	Review and analyze new SCRA files; Call with PwC to address standing questions and issues; discuss standing issues with S. Bangert; address issues related to new standing file delivery.	4.10	435.00	1,783.50
02/01/2013	LMT	C200	Research and analyze state law borrower harm categorizations for California and Montana.	6.50	375.00	2,437.50
02/01/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for NJ, GA, KY, and TN.	3.20	275.00	880.00
02/01/2013	SJB	C300	Review and analyze responses to ownership observations; telephone call with L. DeLessio regarding status of ownership review.	1.80	475.00	855.00
02/04/2013	DFC	C400	Prepare for and attend weekly telephone conference status and issues call with GMAC; follow-up discussion with G. Apfel and L. Delessio regarding standing responsibility issues.	1.90	455.00	864.50
02/04/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	4.20	275.00	1,155.00
02/04/2013	LCD	C300	Prepare for and participate in call with PwC and GMAC; address standing file review legal issues.	2.20	435.00	957.00

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	02/04/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Montana and Alabama.	6.50	375.00 2,437.50
	02/04/2013	SJB	C300	Attention to ownership issues, including nonholder in possession analysis.	0.70	475.00 332.50
	02/05/2013	JLK	C300	Revise and deliver SCRA loan files for the IFR.	1.20	425.00 510.00
	02/05/2013	LCD	C300	Review and analyze SCRA files; analyze file standing review issues.	3.10	435.00 1,348.50
	02/05/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Alabama and Arkansas.	7.40	375.00 2,775.00
	02/05/2013	SJB	C300	Analyze and discuss ownership issues with L. DeLessio and M. Musselman.	1.00	475.00 475.00
	02/06/2013	DFC	C400	Prepare for and attend conference call with FRB and PWC.	1.00	455.00 455.00
	02/06/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	4.90	275.00 1,347.50
L	02/06/2013	LCD	C400	Participate in call with PwC, FRB and FDIC; address standing questions from PwC; analyze standing files; work on alternative document list for standing.	3.40	435.00 1,479.00
	02/06/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Arkansas and Georgia.	5.40	375.00 2,025.00
	02/06/2013	MHM	C300	Conference call with Sharon Bangert and Webb McArthur to discuss foreclosure file review.	0.60	275.00 165.00
L	02/06/2013	SJB	C300	Review and analyze responses to ownership observations; telephone call with W. McArthur and M. MacKenzie regarding nonholder in possession analysis.	2.80	475.00 1,330.00
	02/07/2013	DFC	C300	Review email from J. King regarding SCRA issues and telephone discussion with L. Delessio regarding same.	1.30	455.00 591.50
	02/07/2013	JLK	C300	Review of SCRA loan files - 2nd Review and Rebuttals as requested by PwC.	8.70	425.00 3,697.50
	02/07/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	6.40	275.00 1,760.00
L	02/07/2013	LCD	C300	Work on alternative documentation list for standing in all states; exchanges with PwC regarding same; review additional information from PwC and address questions from PwC. Review and address SCRA file review issues.	4.20	435.00 1,827.00
	02/07/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Georgia and Massachusetts.	7.20	375.00 2,700.00
	02/07/2013	MHM	C300	Conducted statutory and case law research regarding standing to foreclose in Florida as a nonholder in possession with a rights of a holder.	2.60	275.00 715.00
	02/07/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay review period for handoff 1.	2.20	275.00 605.00
	02/07/2013	SJB	C300	Analyze note in possession issues for ownership review.	0.50	475.00 237.50
	02/08/2013	DFC	C400	Telephone discussion with G. Apfel regarding BK standing handoffs; review and provide comments to draft email to Scott Goldman regarding same.	0.90	455.00 409.50
	02/08/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	4.30	275.00 1,182.50

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02/08/2013	LCD	C300	Work on standing issues; prepare for and participate in call with PwC.	1.80	435.00	783.00
02/08/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Massachusetts and New Hampshire.	6.10	375.00	2,287.50
02/08/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay.	1.80	275.00	495.00
02/08/2013	MSM	C300	Review ownership files.	0.80	400.00	320.00
02/08/2013	SJB	C300	Review and analyze responses to ownership observations; telephone call with L. DeLessio and M. Musselman regarding note in possession issues.	2.40	475.00	1,140.00
02/11/2013	FHB	C200	Review of recent Maine Supreme Judicial Court and Massachusetts Supreme Judicial Court decisions regarding standing in foreclosure proceedings. Email to D. Clarke and L. Delessio regarding the same.	1.30	300.00	390.00
02/11/2013	KCF	C200	Alabama - Legal research regarding borrower harm issues and drafting of revised state law chart.	2.10	300.00	630.00
02/11/2013	LCD	C400	Prepare for and participate in call with PwC and GMAC.	1.10	435.00	478.50
02/11/2013	LMT	C200	Research and analyze state law borrower harm categorizations for New Hampshire and Rhode Island.	7.40	375.00	2,775.00
02/11/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	1.30	275.00	357.50
02/11/2013	SJB	C300	Analyze ownership issues regarding nonholder in possession.	0.80	475.00	380.00
02/12/2013	JWM	C300	Reviewed, analyzed, and responded to CA ownership observations for PwC.	3.80	275.00	1,045.00
02/12/2013	LCD	C300	Call with PwC to discuss standing questions; follow-up research re standing matters.	2.40	435.00	1,044.00
02/12/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Rhode Island and Minnesota.	6.90	375.00	2,587.50
02/12/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	1.60	275.00	440.00
02/12/2013	SJB	C300	Review and analyze ownership issues.	1.70	475.00	807.50
02/13/2013	JWM	C300	Reviewed, analyzed, and responded to CA ownership observations for PwC.	4.30	275.00	1,182.50
02/13/2013	LCD	C300	Participate in call with FRB, FDIC and PwC; Call with PwC to review standing file reviews, documentation and bankruptcy file reviews.	2.40	435.00	1,044.00
02/13/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	3.20	275.00	880.00
02/13/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	1.00	275.00	275.00
02/13/2013	MSM	C300	Ownership review.	0.80	400.00	320.00
02/13/2013	SJB	C300	Conference call with PwC and L. DeLessio regarding bankruptcy standing review.	1.30	475.00	617.50

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02/13/2013	SJB	C300	Review and analyze issues related to ownership observations and discuss same with L. DeLessio.	2.20	475.00	1,045.00
02/14/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	6.10	275.00	1,677.50
02/14/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay.	3.60	275.00	990.00
02/14/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	3.90	275.00	1,072.50
02/14/2013	MHM	C300	Participated in a conference call regarding changes to the bankruptcy stay review process.	2.00	275.00	550.00
02/14/2013	SJB	C300	Analyze issues for ownership review and discuss same with M. MacKenzie and W. McArthur.	0.80	475.00	380.00
✓ 02/15/2013	DFC	C300	Review email from L. Delessio with title issue examples from PWC and telephone discussion regarding same with Lisa; review email from S. Moyer regarding standing fact assumption clarifications.	1.80	455.00	819.00
02/15/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	5.70	275.00	1,567.50
02/15/2013	LCD	C300	Prepare for and participate in status call with PwC; address follow-up items.	1.70	435.00	739.50
02/15/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	5.80	275.00	1,595.00
02/15/2013	MSM	C300	Ownership review.	3.00	400.00	1,200.00
02/15/2013	SJB	C300	Review and analyze issues related to ownership observations.	1.40	475.00	665.00
02/16/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	5.30	275.00	1,457.50
02/17/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	1.50	275.00	412.50
02/17/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Georgia.	2.90	275.00	797.50
02/18/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	3.50	275.00	962.50
02/18/2013	LCD	C300	Review and analyze SCRA files. Address standing file questions.	3.40	435.00	1,479.00
02/18/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Minnesota.	7.30	375.00	2,737.50
02/18/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Georgia.	3.80	275.00	1,045.00
02/19/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	6.30	275.00	1,732.50
02/19/2013	LCD	C300	Address standing issues from PwC and related to file reviews.	2.20	435.00	957.00
02/19/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Wyoming.	6.80	375.00	2,550.00
02/19/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Georgia.	8.30	275.00	2,282.50
02/19/2013	MHM	C300	Conference call with Sharon Bangert, Webb McArthur, and Meghan Musselman to discuss standing file reviews.	0.40	275.00	110.00

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02/19/2013	MSM	C300	Ownership review.	0.40	400.00	160.00
02/19/2013	SJB	C300	Review and analyze responses to ownership observations and discuss same with M. Musselman, W. McArthur, and M. MacKenzie.	2.40	475.00	1,140.00
02/20/2013	DFC	C300	Attend weekly conference call with GMAC, PWC, and Pepper regarding workstream status and related issues.	0.90	455.00	409.50
02/20/2013	JLK	C300	Responded to question from PwC re implementation of regulator guidance into SCRA questions.	3.10	425.00	1,317.50
02/20/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	6.40	275.00	1,760.00
✓ 02/20/2013	LCD	C300	Participate in call with PwC, Federal Reserve Board and FDIC; Prepare for and participate in weekly status conference with PwC. Follow-up regarding standing reviews for Bankruptcy files.	2.10	435.00	913.50
02/20/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Illinois.	4.40	375.00	1,650.00
02/20/2013	MHM	C300	Reviewed bankruptcy dockets to determine the duration of the stay period and any modifications to the stay.	4.20	275.00	1,155.00
02/20/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Georgia and Tennessee.	3.00	275.00	825.00
02/20/2013	MHM	C300	Entered time spent reviewing bankruptcy files into Sharepoint.	0.40	275.00	110.00
02/20/2013	MSM	C300	Ownership review.	5.00	400.00	2,000.00
02/20/2013	SJB	C300	Review and analyze responses to ownership observations; discuss ownership issues with M. Musselman and W. McArthur.	4.60	475.00	2,185.00
02/21/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	10.80	275.00	2,970.00
02/21/2013	LCD	C300	Call with PwC regarding standing issues and files; follow-up discussion with S. Bangert regarding same.	1.40	435.00	609.00
02/21/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Illinois and Iowa.	7.20	375.00	2,700.00
02/21/2013	MHM	C300	Reviewed and revised responses to PWC's ownership observations for Florida and Georgia.	2.00	275.00	550.00
02/21/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Tennessee.	2.30	275.00	632.50
02/21/2013	MHM	C300	Participated in a conference call with Pepper Hamilton attorneys to discuss the bankruptcy stay review process and updated bankruptcy file review on Sharepoint.	2.40	275.00	660.00
02/21/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for New Jersey.	1.30	275.00	357.50
02/21/2013	MSM	C300	Ownership review.	1.00	400.00	400.00
02/21/2013	SJB	C300	Review and analyze responses to ownership observations; discuss ownership issues with L. DeLessio.	5.30	475.00	2,517.50
02/22/2013	DFC	C400	Review email correspondence from S. Moyer regarding standing review and exchange emails	0.80	455.00	364.00

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			with L. Delessio regarding PWC factual assumptions; follow-up telephone discussion with L. Elessio regarding same.			
02/22/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	6.70	275.00	1,842.50
02/22/2013	LCD	C300	Exchange with PwC re open standing issues and review PwC responses to same.	0.40	435.00	174.00
02/22/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida, New Jersey, Kansas, and Kentucky.	5.10	275.00	1,402.50
02/22/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	0.80	275.00	220.00
02/22/2013	SJB	C300	Review and analyze responses to ownership observations; discuss ownership issues with L. DeLessio.	2.60	475.00	1,235.00
02/25/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	6.50	275.00	1,787.50
02/25/2013	LCD	C300	Work on issues related to standing review and analysis; review documentation from GMAC re standing.	2.40	435.00	1,044.00
02/25/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Iowa.	4.30	375.00	1,612.50
02/25/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida, New Jersey, Kentucky, Kansas, and Connecticut.	6.90	275.00	1,897.50
02/25/2013	SJB	C300	Review and analyze responses to ownership observations and related issues.	2.30	475.00	1,092.50
02/26/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	7.70	275.00	2,117.50
L 02/26/2013	LCD	C300	Call with PwC re: ownership questions and outstanding issues; review questions from PwC; research and address ownership file review issues.	2.80	435.00	1,218.00
02/26/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Connecticut and Florida.	7.20	375.00	2,700.00
02/26/2013	MHM	C300	Reviewed and revised responses to PWC's ownership observations for Florida and Kentucky. Reviewed, analyzed, and responded to PWC's ownership observations for Georgia, New Mexico, and Iowa.	7.60	275.00	2,090.00
02/26/2013	SJB	C300	Analyze issues related to ownership review and discuss same with M. MacKenzie and W. McArthur.	1.40	475.00	665.00
02/27/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	5.00	275.00	1,375.00
02/27/2013	LCD	C200	Review and research standing issues and file review issues.	2.40	435.00	1,044.00
02/27/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Florida and New York.	6.30	375.00	2,362.50
02/27/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Iowa and North Carolina.	5.90	275.00	1,622.50
02/27/2013	SJB	C300	Review and analyze responses to ownership	3.60	475.00	1,710.00

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Ally Bank

Invoice No: 44022
Invoice Date: 03/12/2013

			observations and related issues.			
02/28/2013	DFC	C300	Telephone discussion with L. Delessio regarding REIT standing review analysis and applicable facts; review and exchange email correspondence regarding same.	1.30	455.00	591.50
02/28/2013	DFC	C300	Attention to and drafting Hudco interim fee application; telephone conference with G. Apfel and M. Alexsy regarding same.	2.80	455.00	1,274.00
02/28/2013	JWM	C300	Reviewed, analyzed, and responded to ownership observations for PwC.	7.40	275.00	2,035.00
02/28/2013	LCD	C200	Review and address standing issues related to trusts; outline additional information needed.	3.20	435.00	1,392.00
02/28/2013	LMT	C200	Research and analyze state law borrower harm categorizations for New York and Kentucky.	7.10	375.00	2,662.50
02/28/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	0.80	275.00	220.00
02/28/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for South Dakota, North Carolina, Texas, and Tennessee, and conducted research on the treatment of servicers as nonholders with the rights of a holder in North Carolina.	5.80	275.00	1,595.00
02/28/2013	SJB	C300	Review and analyze responses to ownership observations; address ownership issues with L. DeLessio.	2.30	475.00	1,092.50
Total Fees for this Matter				452.20		\$157,602.00

Disbursements

02/13/2013	JLK		Travel Expenses - Travel to Ally Bank in Philadelphia, PA on January 21-24, 2013.	2,521.90	1.00	2,521.90
02/13/2013	MSM		Travel Expenses - Travel to Ally Bank in Prussia, PA on January 15-16, 2013.	506.70	1.00	506.70
Total Disbursements for this Matter				3,028.60		\$3,028.60

Total Amount Due on this Invoice

\$160,630.60

Timekeeper Summary

Timekeeper Name	Hours	Rate	Amount
Frank H Bishop	1.30	300.00	\$390.00
Katherine C Fisher	2.10	300.00	\$630.00
Lauren M Thomas	104.00	375.00	\$39,000.00
Matthew MacKenzie	103.50	275.00	\$28,462.50
Webb McArthur	107.60	275.00	\$29,590.00
Dana F Clarke	14.00	455.00	\$6,370.00
Jeffrey L King	20.10	425.00	\$8,542.50
Lisa C DeLessio	46.70	435.00	\$20,314.50

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Hudson Cook, LLP

7250 Parkway Drive, 5th Floor
Hanover, MD 21076-1343
Telephone: (410) 684-3200 Fax: (410) 684-2001
FEIN 52-2001482
Billing Inquiries (410) 865-5414

April 15, 2013

Ally Bank
Tammy P. Hamzehpour
General Counsel, Mortgage Operations
Legal Staff
1100 Virginia Drive
Fort Washington, PA 19034

Invoice No. 45131
Reference No. 2952-003 LCD

ForeclosureReview Legal Advice

Professional Services

For services rendered for period through 03/31/2013 in connection with:
All States Foreclosure Review Legal Advice at Due Diligence Rates with a minimum
fee of \$50,000.00 per month.
Matter No. 713000

ForeclosureReview Legal Advice

003

Fees

03/01/2013	DFC	C300	Telephone conference regarding uniform BK standing response; attend PWC status conference call.	2.10	455.00	955.50
03/01/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	7.00	275.00	1,925.00
03/01/2013	LCD	C300	Prepare for and participate in call with PwC; meeting with reviewers regarding ownership and standing issues; follow-up re same.	3.30	435.00	1,435.50
03/01/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Iowa.	6.80	375.00	2,550.00
03/01/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	1.10	275.00	302.50
03/01/2013	MHM	C300	Participated in a conference call to discuss assumptions for the foreclosure review and coordinated with Webb McArthur regarding logistics.	1.50	275.00	412.50
03/01/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for North Carolina.	0.80	275.00	220.00
03/01/2013	MSM	C300	Ownership review.	4.10	400.00	1,640.00
03/01/2013	SJB	C300	Review, analyze and revise responses to ownership observations; review and revise template ownership responses regarding note in possession information and email to L.. DeLessio regarding same.	2.60	475.00	1,235.00
03/04/2013	JWM	C200	Reviewed, summarized, and responded to	8.70	275.00	2,392.50

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2952-003 Ally Bank				Invoice No: Invoice Date:		45131 04/15/2013	
L	03/04/2013	LCD	C300	ownership observations for various states for PwC. Prepare for and participate in call with GMAC and PwC. Prepare report. Address standing issues; meeting with attorneys to discuss standing issues.	4.20	435.00	1,827.00
	03/04/2013	LMT	C200	Research and analyze state law borrower harm categorizations for West Virginia and Kansas.	7.40	375.00	2,775.00
L	03/04/2013	MHM	C300	Conducted research on a nonholder's right to enforce an instrument in North Carolina and Florida, and reviewed, analyzed, and responded to PWC's ownership observations for Florida.	7.50	275.00	2,062.50
	03/04/2013	MSM	C300	Ownership review.	3.30	400.00	1,320.00
	03/04/2013	SJB	C300	Review, analyze and revise responses to ownership observations; confer with L. DeLessio and M. MacKenzie regarding same.	3.30	475.00	1,567.50
	03/05/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	8.40	275.00	2,310.00
L	03/05/2013	LCD	C200	Review and edit Pennsylvania standing analysis; address standing questions and issues; review and analyze files.	3.40	435.00	1,479.00
	03/05/2013	LMT	C200	Research and analyze state law borrower harm categorizations for West Virginia and New York.	6.90	375.00	2,587.50
	03/05/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	9.60	275.00	2,640.00
	03/05/2013	MSM	C300	Ownership review.	3.00	400.00	1,200.00
	03/05/2013	SJB	C300	Review, analyze and revise responses to ownership observations; confer with L. DeLessio, W. McArthur and M. MacKenzie regarding same.	7.60	475.00	3,610.00
	03/06/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	7.00	275.00	1,925.00
L	03/06/2013	LCD	C300	Review and analyze files for standing; address questions and issues related to findings in Pennsylvania and case law review; review questions from PwC and research responses to same. Provide update analysis of progress tracking information request by GMAC.	4.80	435.00	2,088.00
	03/06/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Nevada and Connecticut.	5.30	375.00	1,987.50
	03/06/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	7.10	275.00	1,952.50
	03/06/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	2.30	275.00	632.50
	03/06/2013	SJB	C300	Review, analyze and revise responses to ownership observations.	3.40	475.00	1,615.00
	03/07/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	9.70	275.00	2,667.50
L	03/07/2013	LCD	C300	Review and analyze files for standing to foreclose; address questions and issues related to standing; work on file reconciliation issues with PwC; communications with PwC regarding standing issues and additional facts needed.	6.20	435.00	2,697.00
	03/07/2013	LMT	C200	Research and analyze state law borrower harm categorizations D.C. and Connecticut.	7.60	375.00	2,850.00

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03/07/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	5.30	275.00	1,457.50
03/07/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	3.90	275.00	1,072.50
03/07/2013	MSM	C300	Ownership review.	3.50	400.00	1,400.00
03/07/2013	SJB	C300	Review, analyze and revise responses to ownership observations; confer with L. DeLessio regarding same.	5.60	475.00	2,660.00
03/08/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	7.80	275.00	2,145.00
03/08/2013	LCD	C300	Prepare for and participate in weekly call with PwC. Address standing questions regarding standing issues; Review and analyze standing files	5.60	435.00	2,436.00
03/08/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Iowa.	6.40	375.00	2,400.00
03/08/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	1.10	275.00	302.50
03/08/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for TN, GA, NJ, and KY.	2.70	275.00	742.50
03/08/2013	MSM	C300	Ownership review.	2.50	400.00	1,000.00
03/08/2013	SJB	C300	Review, analyze and revise responses to ownership observations; confer with L. DeLessio regarding same.	2.90	475.00	1,377.50
03/09/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Kansas and Kentucky.	2.60	275.00	715.00
03/11/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.90	275.00	1,897.50
03/11/2013	LCD	C300	Review file status; prepare ownership progress chart; address ownership standing questions; email to S. Goldman; participate in call with GMAC and PwC; discuss status of state law harm memos.	3.40	435.00	1,479.00
03/11/2013	LMT	C200	Research and analyze state law borrower harm categorizations for North Dakota and Vermont.	7.80	375.00	2,925.00
03/11/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Tennessee.	2.90	275.00	797.50
03/11/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	5.40	275.00	1,485.00
03/11/2013	SJB	C300	Review and analyze issues related to ownership observations.	0.90	475.00	427.50
03/12/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	7.30	275.00	2,007.50
03/12/2013	LCD	C300	Review and address standing issues; review and analyze files; review borrower harm remediation memo issues.	4.20	435.00	1,827.00
03/12/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Illinois and Tennessee.	7.20	375.00	2,700.00
03/12/2013	MHM	C300	Participated in a conference call to discuss updates to the bankruptcy review process.	1.60	275.00	440.00
03/12/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for TX, SD, IA, NM, GA, OH, and TN.	6.10	275.00	1,677.50

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03/12/2013	SJB	C300	Review, analyze and revise responses to ownership observations; confer with L. DeLessio regarding same.	5.80	475.00	2,755.00
03/13/2013	CSA	C300	Phone call with Lauren Thomas re: remediation categorization. Review PMF and model response re: same.	1.20	300.00	360.00
03/13/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.70	275.00	1,842.50
L 03/13/2013	LCD	C300	Participate in call with Federal Reserve Board; review and analyze Arizona ownership files; address ownership issues.	2.80	435.00	1,218.00
03/13/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Illinois and Tennessee.	6.80	375.00	2,550.00
03/13/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for OH, NC, TN, and GA.	6.40	275.00	1,760.00
03/13/2013	MSM	C300	Ownership review.	4.50	400.00	1,800.00
03/13/2013	SJB	C300	Review, analyze and revise responses to ownership observations.	6.40	475.00	3,040.00
03/14/2013	CSA	C300	Meet with Lauren Thomas and Lisa Delessio re: remediation surveys. Review and revise Illinois survey.	5.50	300.00	1,650.00
03/14/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	7.40	275.00	2,035.00
03/14/2013	LCD	C300	Work on Illinois Borrower Financial Remediation Framework and discuss issues with C. Andricos and L. Thomas; address ownership issues.	2.10	435.00	913.50
03/14/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Illinois.	4.60	375.00	1,725.00
03/14/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	2.30	275.00	632.50
03/14/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for NC, TN, and GA.	6.00	275.00	1,650.00
03/14/2013	MSM	C300	Ownership review.	5.50	400.00	2,200.00
03/14/2013	SJB	C300	Review, analyze and revise responses to ownership observations.	7.50	475.00	3,562.50
03/15/2013	CSA	C300	Review and revise Illinois remediation survey. Phone call with Lauren Thomas re: same.	0.80	300.00	240.00
03/15/2013	DFC	C400	Prepare January and February BK fee filings and email same to Mary-Ellen Alexy for service.	1.30	455.00	591.50
03/15/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.80	275.00	1,870.00
03/15/2013	LCD	C300	Address standing questions and issues; review file delivery status.	1.20	435.00	522.00
03/15/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Illinois.	6.20	375.00	2,325.00
03/15/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	4.50	275.00	1,237.50
03/15/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	1.80	275.00	495.00
03/15/2013	MSM	C300	Ownership review.	3.00	400.00	1,200.00

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03/21/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Ohio and Arizona.	7.10	375.00	2,662.50
03/21/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	1.90	275.00	522.50
03/21/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for FL, GA, and CO.	3.10	275.00	852.50
03/21/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Ohio.	0.80	275.00	220.00
03/21/2013	MSM	C300	Ownership review.	4.50	400.00	1,800.00
L 03/21/2013	SJB	C300	Review, analyze and revise responses to ownership observations; review information from A. Boland regarding ownership fact template updates.	7.30	475.00	3,467.50
03/22/2013	CSA	C200	Review and revise TN remediation survey. Research relevant case law and email Lauren Thomas re: same.	0.80	300.00	240.00
03/22/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.30	275.00	1,732.50
L 03/22/2013	LCD	C300	Participate in call with PwC to discuss standing issues, resolution of issues, categorization of findings; participate in call with Federal Reserve Board and FDIC and PwC; Summarize issues with PwC and outline responses and resolution of same.	3.20	435.00	1,392.00
03/22/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Ohio and Arizona.	4.90	375.00	1,837.50
03/22/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for AL, NJ, and OH first review files and CA, CT, FL, GA, OK, and PA second review files.	5.70	275.00	1,567.50
03/22/2013	MSM	C300	Ownership review.	4.00	400.00	1,600.00
03/22/2013	SJB	C300	Review and analyze issues related to ownership observations; conference call with A. Boland et al. regarding ownership fact template updates.	2.70	475.00	1,282.50
03/25/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	7.10	275.00	1,952.50
03/25/2013	LCD	C300	Review and address standing issues; review and analyze standing files.	2.40	435.00	1,044.00
03/25/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Ohio and Kentucky.	6.20	375.00	2,325.00
03/25/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	4.10	275.00	1,127.50
03/25/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Texas.	2.20	275.00	605.00
03/25/2013	SJB	C300	Review and analyze issues related to ownership observations.	2.40	475.00	1,140.00
03/26/2013	CSA	C200	Meetings with David Darland and Crystal Gray re: remediation surveys. Attention to same.	0.50	300.00	150.00
03/26/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	8.30	275.00	2,282.50
L 03/26/2013	LCD	C300	Review and address standing issues and questions. Review and plan for file distribution and	2.10	435.00	913.50

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2952-003
Ally Bank

Invoice No: 45131
Invoice Date: 04/15/2013

			review status.			
	03/26/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Ohio.	5.40	375.00 2,025.00
	03/26/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Texas and Florida.	6.30	275.00 1,732.50
	03/26/2013	MSM	C300	Ownership review.	6.50	400.00 2,600.00
	03/26/2013	SJB	C300	Review, analyze and revise responses to ownership observations.	6.40	475.00 3,040.00
	03/27/2013	CSA	C200	Review and edit IN and KY Remediation Surveys. Research applicable law re: same.	2.70	300.00 810.00
	03/27/2013	DFC	C100	Prepare responses to trustee's objections to interim fee motion.	2.80	455.00 1,274.00
	03/27/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	5.40	275.00 1,485.00
L	03/27/2013	LCD	C300	Review and analyze standing files for multiple states; address standing issues; review and discuss response to bankruptcy trustee objections; participate in status call with Federal Reserve Board, FDIC and PwC.	4.40	435.00 1,914.00
	03/27/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Ohio.	6.70	375.00 2,512.50
	03/27/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	1.10	275.00 302.50
	03/27/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Georgia and Nevada.	3.00	275.00 825.00
	03/27/2013	SJB	C300	Review, analyze and revise responses to ownership observations; confer with L. DeLessio regarding same.	1.80	475.00 855.00
	03/28/2013	CSA	C200	Complete review of KY remediation survey. Email to Lauren Thomas re: IN and KY remediation surveys.	0.80	300.00 240.00
L	03/28/2013	DFC	C300	Review and respond to email from L. Delessio regarding specific mortgage assignment in connection with standing review; follow-up telephone discussion regarding same and standing review file assignments and PWC/GMAC report.	1.10	455.00 500.50
	03/28/2013	JWM	C200	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.00	275.00 1,650.00
	03/28/2013	LCD	C300	Review and address standing analysis questions and issues.	1.20	435.00 522.00
	03/28/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Ohio.	5.90	375.00 2,212.50
	03/28/2013	MHM	C300	Participated in a conference call to discuss the bankruptcy stay period review process.	3.00	275.00 825.00
	03/28/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	1.40	275.00 385.00
	03/28/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for North Carolina.	2.30	275.00 632.50
	03/28/2013	MSM	C300	Ownership review.	1.50	400.00 600.00
	03/28/2013	SJB	C300	Review, analyze and revise responses to ownership observations.	2.50	475.00 1,187.50

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Telephone: (410) 684-3200 Fax: (410) 684-2001
FEIN 52-2001482
Billing Inquiries (410) 865-5414

May 24, 2013

Ally Bank
Tammy P. Hamzehpour
General Counsel, Mortgage Operations
Legal Staff
1100 Virginia Drive
Fort Washington, PA 19034

Invoice No. 45711
Reference No. 2952-003 LCD

ForeclosureReview Legal Advice

Professional Services

For services rendered for period through 04/30/2013 in connection with:
All States Foreclosure Review Legal Advice at Due Diligence Rates with a minimum
fee of \$50,000.00 per month.
Matter No. 713000

ForeclosureReview Legal Advice

003

Fees

L	04/01/2013	LCD	C300	Review and respond to questions from reviewers on standing issues; review and update status report on standing; email status report to PwC and GMAC; participate in call with PwC and GMAC.	1.80	435.00	783.00
L	04/01/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC. Updated fact-finding templates for PwC.	4.20	275.00	1,155.00
	04/01/2013	DFC	C400	Prepare for and attend weekly telephone conference with PwC and GMAC regarding foreclosure review.	1.00	455.00	455.00
	04/01/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Indiana and Kentucky.	4.80	375.00	1,800.00
L	04/02/2013	CSA	C300	Review PwC team's questions re: remediation in CA, FL, and GA in preparation for on-site visit. Phone call with Lisa Delessio re: same. Meet with Crystal Gray re: WI remediation survey.	1.80	300.00	540.00
	04/02/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	4.10	275.00	1,127.50
	04/02/2013	CLG	C200	Wisconsin - Reviewed foreclosure requirements survey and prepared milestones for WI borrower harm categorization chart. Conf. W/C. Andricos re: Same. Began review of case law and penalty provisions to determine harm.	1.50	275.00	412.50
L	04/02/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC. Updated fact-finding templates for PwC.	1.20	275.00	330.00

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L	04/02/2013	LCD	C400	Exchanges with G. Allgoode and S. Moyer re: standing and SCRA items to address with FRB. Review status of file reviews and open issues in preparation for meeting with FRB.	0.70	435.00 304.50
	04/02/2013	LMT	Ad	Travel to Fort Washington, PA for on-site meeting with PwC regarding foreclosure review.	5.50	375.00 2,062.50
	04/02/2013	LMT	C200	Review PwC state law remediation question matrices for California, Florida and Georgia.	1.50	375.00 562.50
	04/03/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	2.20	275.00 605.00
	04/03/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	1.30	275.00 357.50
	04/03/2013	CSA	C300	Work on-site with PWC team on Independent Foreclosure Review.	10.00	300.00 3,000.00
L	04/03/2013	SJB	C300	Review, analyze, and revise responses to ownership observations; telephone call with L. DeLessio regarding Illinois ownership issues.	4.70	475.00 2,232.50
	04/03/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	3.80	275.00 1,045.00
	04/03/2013	DFC	C200	Review and respond to PWC question (Allegheny 100700) regarding servcemember eligibility for FHA loss mitigation options.	2.60	455.00 1,183.00
L	04/03/2013	LCD	C300	Work on site with PwC team; meet with Federal Reserve Board team on-site; review state law items with state law team; review and analyze standing files for CA.	7.30	435.00 3,175.50
	04/03/2013	LCD	Ad	Travel to and from Ally for on-site work with PwC and meetings with FRB.	4.80	435.00 2,088.00
	04/03/2013	LMT	C300	On-site meeting with PwC in Fort Washington regarding foreclosure review.	12.50	375.00 4,687.50
	04/04/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Arizona.	6.30	375.00 2,362.50
	04/04/2013	SJB	C300	Review, analyze, and revise responses to ownership observations.	1.70	475.00 807.50
	04/04/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	1.00	275.00 275.00
L	04/04/2013	DFC	C300	Illinois - review and respond to PWC questions regarding standing analysis; email to and telephone discussion with L. Delessio regarding same.	1.40	455.00 637.00
L	04/04/2013	LCD	C200	Review inquiry from PwC Loan Mods group E. Johns and discuss FHA issue with D. Clarke; email to E. Johns with FHA research and response; review email from PwC re state law streamlining priorities and provide state to L. Thomas; research new Illinois cases on standing and begin revisions to standing analysis memo.	3.40	435.00 1,479.00
	04/05/2013	DSD	C200	Wyoming - Remediation case law research.	1.20	470.00 564.00
	04/08/2013	MHM	C300	Reviewed bankruptcy dockets to determine the duration of the stay period and any modifications to the stay for assigned files.	9.10	275.00 2,502.50
	04/08/2013	DSD	C200	Wyoming - Remediation case law research and	1.50	470.00 705.00

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			prepare survey.			
04/08/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Arizona and Ohio.	4.20	375.00	1,575.00
04/08/2013	CLG	C200	Wisconsin - Continued case law and statutory research to determine penalties for failure to comply with milestones.	3.20	275.00	880.00
04/08/2013	SJB	C300	Review and analyze issues related to ownership observations.	0.40	475.00	190.00
04/08/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	5.80	275.00	1,595.00
04/09/2013	MHM	C300	Reviewed bankruptcy dockets to determine the duration of the stay period and any modifications to the stay for assigned files.	5.40	275.00	1,485.00
04/09/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	3.50	275.00	962.50
04/09/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Ohio.	5.30	375.00	1,987.50
04/09/2013	SJB	C300	Review and analyze issues related to ownership observations, including comments received from A. Boland, PwC, regarding possession confirmation.	2.40	475.00	1,140.00
04/09/2013	LCD	C300	Review and analyze standing for Arizona files.	1.00	435.00	435.00
04/09/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.90	275.00	1,897.50
04/10/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Ohio.	2.80	375.00	1,050.00
04/10/2013	MSM	C300	Conduct ownership review for California, Tennessee and Georgia files.	2.00	400.00	800.00
L 04/10/2013	SJB	C300	Review, analyze and revise responses to ownership observations; telephone call with L. DeLessio regarding note in possession issues.	5.60	475.00	2,660.00
L 04/10/2013	LCD	C400	Participate in call with PwC, FDIC and Federal Reserve Board; Review standing issues and questions from PwC and discuss factual and legal issues with S. Bangert.	2.10	435.00	913.50
04/10/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	4.70	275.00	1,292.50
04/10/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	1.50	275.00	412.50
04/10/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	3.80	275.00	1,045.00
04/11/2013	DSD	C200	New Jersey - Remediation case law research.	1.00	470.00	470.00
04/11/2013	DSD	C200	Louisiana - Remediation case law research.	1.00	470.00	470.00
04/11/2013	LMT	C200	Research and analyze state law borrower harm categorizations for New York and Maine.	4.10	375.00	1,537.50
04/11/2013	CLG	C200	Wisconsin - Continued review of case law and statutory law for penalty provisions.	2.10	275.00	577.50
04/11/2013	MSM	C300	Conduct ownership reviews for California and Alabama files.	2.50	400.00	1,000.00
04/11/2013	SJB	C300	Review, analyze, and revise responses to ownership observations.	3.80	475.00	1,805.00
04/11/2013	MHM	C300	Reviewed bankruptcy docket to determine the	2.60	275.00	715.00

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			duration of the stay period and any modifications to the stay for assigned files.			
04/11/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida and Georgia.	4.20	275.00	1,155.00
04/11/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.10	275.00	1,677.50
L 04/11/2013	LCD	C300	Review and respond to questions on standing files from reviewers; review email from PwC with standing question and fact-finding and respond to same; review file status report for delivery to PwC.	1.80	435.00	783.00
04/12/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	4.30	275.00	1,182.50
04/12/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	2.20	275.00	605.00
04/12/2013	CLG	C200	Wisconsin - Finalized review of case law and statutory law for penalty provisions.	0.80	275.00	220.00
04/12/2013	MSM	C300	Conduct ownership reviews for Alabama files, participate in call with PwC regarding outstanding ownership issues.	2.50	400.00	1,000.00
04/12/2013	SJB	C300	Review, analyze, and revise responses to ownership observations; conference call with PwC regarding possession confirmation issues related to ownership review.	5.40	475.00	2,565.00
04/12/2013	DFC	C400	Prepare for and attend telephone conference call with PWC regarding factual assumptions in standing analysis review.	0.90	455.00	409.50
04/15/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	4.20	275.00	1,155.00
04/15/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	3.30	275.00	907.50
04/15/2013	DSD	C200	Louisiana - Remediation case law research and prepare survey.	0.70	470.00	329.00
04/15/2013	DSD	C200	New Jersey - Remediation case law research and prepare survey.	0.80	470.00	376.00
04/15/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Ohio and Arizona.	6.20	375.00	2,325.00
04/15/2013	MSM	C300	Research regarding constructive possession of note issue.	0.50	400.00	200.00
04/15/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.70	275.00	1,842.50
04/15/2013	LCD	C300	Review and update status report; call with M. Mussleman to discuss standing questions.	0.60	435.00	261.00
04/16/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	5.80	275.00	1,595.00
04/16/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	1.30	275.00	357.50
04/16/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Louisiana and New Jersey.	6.50	375.00	2,437.50
04/16/2013	SJB	C300	Review, analyze, and revise responses to ownership observations.	4.70	475.00	2,232.50

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04/16/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.60	275.00	1,815.00
04/16/2013	DFC	C400	Prepare for and attend weekly status conference call with FRB and PWC.	1.10	455.00	500.50
04/16/2013	LCD	C300	Review and respond to questions from reviewers on standing files in CA, NV, and OH.	0.70	435.00	304.50
04/17/2013	MHM	C300	Conducted case law research on the need to have possession of the promissory note to be able to enforce it.	2.40	275.00	660.00
04/17/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	0.40	275.00	110.00
04/17/2013	MSM	C300	Telephone call with Matt MacKenzie regarding constructive possession issue, research regarding same.	0.50	400.00	200.00
04/17/2013	MSM	C200	Research on constructive possession issue, telephone conversations with Lisa DeLessio and Matt MacKenzie regarding same.	1.80	400.00	720.00
04/17/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	1.80	275.00	495.00
04/17/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.00	275.00	1,650.00
04/17/2013	SJB	C300	Review, analyze, and revise responses to ownership observations.	2.30	475.00	1,092.50
04/17/2013	LCD	C300	Meeting with M. Musselman to discuss standing issues and items for additional research.	0.40	435.00	174.00
04/18/2013	MHM	C300	Conducted case law research on the ability to transfer rights in a promissory note and the ability to enforce the note.	4.70	275.00	1,292.50
04/18/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Florida.	0.50	275.00	137.50
04/18/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for 2nd review files,	1.40	275.00	385.00
L 04/18/2013	CSA	C200	Review and edit Louisiana remediation survey. Meet with Lauren Thomas and Lisa Delessio re: streamlining procedures. Attention to same.	2.60	300.00	780.00
04/18/2013	MSM	C200	Research on constructive possession issue.	0.50	400.00	200.00
04/18/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.40	275.00	1,760.00
L 04/18/2013	LCD	C300	Review and address questions on possession issues and discuss same with M. Musselman; review Arizona standing files and related issues with L. Thomas; review email from PwC with standing language and discuss same with D. Clarke; meet with C. Andricos and L. Thomas to discuss streamlining of state law testing procedures and FRB's approval of streamlining.	2.80	435.00	1,218.00
04/18/2013	SJB	C300	Review, analyze, and revise responses to ownership observations.	4.80	475.00	2,280.00
04/19/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	5.40	275.00	1,485.00
04/19/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's	2.50	275.00	687.50

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			ownership observations for 2nd review files including FL, IN, NJ, OH, and TN.			
	04/19/2013	LMT	C200	Research and analyze ownership observations for California.	3.40	375.00 1,275.00
L	04/19/2013	LCD	C200	Research and discussions with D. Clarke re: standing; prepare for and participate in call with PwC; call with S. Goldman re: custodial information for standing analysis; prepare request to GMAC for custodial possession information; review of standing findings; follow-up discussions with D. Clarke re same.	5.10	435.00 2,218.50
	04/19/2013	MSM	C300	Conduct ownership file reviews for Georgia.	1.30	400.00 520.00
	04/19/2013	SJB	C300	Review, analyze, and revise responses to ownership observations.	2.30	475.00 1,092.50
L	04/19/2013	DFC	C400	Telephone conference with PWC regarding standing process legal issues related to custodial possession of notes; follow-up with L. Delessio regarding same; and, prepare email correspondence to GMAC regarding custodial records request.	2.90	455.00 1,319.50
	04/19/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	7.20	275.00 1,980.00
L	04/21/2013	LCD	C300	Review and analyze California standing files; review and respond to standing issue log questions from PwC; review and edit templates and document lists per PwC's request; update Illinois standing analysis.	4.20	435.00 1,827.00
	04/22/2013	LMT	C200	Research and analyze state law borrower harm categorizations for New Jersey and South Carolina.	7.10	375.00 2,662.50
L	04/22/2013	LCD	C300	Calls and email exchanges with PwC re: custodial possession issues and documentation required; review findings at request of GMAC to identify files with standing issues pending; review status of responses to standing files and discuss findings with attorneys; update status charts; address questions related to updated Illinois standing memo; prepare for and participate in call with PwC and GMAC; address questions related to assignments in Florida and respond to PwC inquiry regarding requesting assignments from GMAC.	5.60	435.00 2,436.00
	04/22/2013	SJB	C300	Review and analyze issues related to ownership review.	1.30	475.00 617.50
	04/22/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for FL, OH, NJ, TN, WI, SC, and IN.	3.40	275.00 935.00
	04/22/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	3.60	275.00 990.00
	04/22/2013	DFC	C200	Research issues related to standing analysis concerning custodial possession for Art. 3 UCC test.	3.20	455.00 1,456.00
	04/22/2013	DFC	C400	Prepare for and attend weekly telephone conference call with PWC regarding workstream	1.20	455.00 546.00

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			status; telephone call with K. Winnacott, S. Moyer, and L. Delessio regarding revised possession facts.			
	04/22/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	7.10	275.00 1,952.50
	04/23/2013	LMT	C200	Research and analyze state law borrower harm categorizations for South Carolina and Ohio.	6.10	375.00 2,287.50
L	04/23/2013	LCD	C300	Review and respond to email from PwC re: Florida standing issues and factual findings related to initiation of foreclosure and sufficiency of documentnation related to same; address questions regarding file reviews; review and determine status of file reviews.	1.20	435.00 522.00
	04/23/2013	SJB	C300	Review and analyze issues related to ownership review.	2.30	475.00 1,092.50
	04/23/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for NC, FL, and CA.	4.50	275.00 1,237.50
	04/23/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	7.40	275.00 2,035.00
	04/24/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Arizona.	3.10	275.00 852.50
	04/24/2013	LMT	C200	Research and analyze ownership observations for North Carolina.	3.90	375.00 1,462.50
L	04/24/2013	LCD	C300	Review additional information provided by GMAC in response to PwC request for additional research on custodian and possession issues. Email to and from S. Moyer on possession issues; address questions on standing review of loan files.	1.10	435.00 478.50
	04/24/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for CA.	1.30	275.00 357.50
	04/24/2013	SJB	C300	Review, analyze, and revise responses to ownership observations.	5.40	475.00 2,565.00
	04/24/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	5.30	275.00 1,457.50
	04/25/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	2.40	275.00 660.00
	04/25/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Arizona.	4.30	275.00 1,182.50
	04/25/2013	LMT	C200	Research and analyze state law borrower harm categorizations for North Carolina and Florida.	5.60	375.00 2,100.00
	04/25/2013	SJB	C300	Review, analyze, and revise responses to ownership observations.	3.40	475.00 1,615.00
	04/25/2013	DFC	C400	Prepare March fee filing and circulate same to proper parties.	1.10	455.00 500.50
	04/25/2013	JWM	C300	Reviewed, summarized, and responded to ownership observations for various states for PwC.	6.50	275.00 1,787.50
	04/25/2013	MSM	C300	Conduct ownership review for California and Georgia files.	3.00	400.00 1,200.00
L	04/26/2013	LCD	C300	Review and address issues regarding standing assumptions; review email from PwC re: GMAC response on note in possession issue; review status of standing files for reporting to GMAC;	1.80	435.00 783.00

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			discussion with D. Clarke re: Bankruptcy Trustee issues and resolution of fee issues.			
04/26/2013	LMT	C200	Research and analyze ownership observations for North Carolina and Arizona.	4.50	375.00	1,687.50
04/26/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Arizona.	1.20	275.00	330.00
04/26/2013	MHM	C300	Conducted initial research on foreclosure requirements in Delaware for the Delaware Remediation Chart.	1.60	275.00	440.00
04/26/2013	SJB	C300	Review and analyze issues related to ownership review.	0.90	475.00	427.50
04/26/2013	JWM	C300	At request of GMAC, research findings to identify loans with custodial possession issues requiring further factual resolution. Compile loan list for same.	6.30	275.00	1,732.50
04/29/2013	MHM	C300	Conducted case law research and drafted the remediation chart for Delaware.	5.10	275.00	1,402.50
04/29/2013	LMT	C200	Research and analyze ownership observations for Arizona and Illinois.	5.10	375.00	1,912.50
04/29/2013	CSA	C300	Phone call with Matt McKenzie re: DE remediation survey. Attention to same.	0.70	300.00	210.00
L 04/29/2013	LCD	C300	Review and analyze files with custodial and trust issues; respond to email from PwC re: GMAC response to custodian issue; prepare for call with GMAC and PwC; email to GMAC and PwC; participate in call with PwC and GMAC; review and respond to questions regarding SCRA files submitted for review. Discuss legal research re: rights of agents of noteholder with M. Mussleman.	4.30	435.00	1,870.50
04/29/2013	DFC	C400	Prepare for and attend weekly status conference call with PWC and GMAC.	1.30	455.00	591.50
04/29/2013	JWM	C300	Reviewed, summarized, and responded to SCRA observations for various states for PwC.	6.50	275.00	1,787.50
04/29/2013	MSM	C200	Research issue concerning right to possess and constructive possession.	0.80	400.00	320.00
04/30/2013	LMT	C200	Research and analyze ownership observations for Illinois.	4.60	375.00	1,725.00
04/30/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	3.00	275.00	825.00
04/30/2013	MHM	C300	Conducted case law research on the requirements for constructive possession of a negotiable instrument.	3.80	275.00	1,045.00
04/30/2013	MHM	C300	Reviewed case law and entered analysis into the Delaware remediation chart.	0.60	275.00	165.00
04/30/2013	DFC	C400	Prepare for and attend Interim Fee Application hearing via conference line.	0.70	455.00	318.50
04/30/2013	DFC	C200	Legal research relating to constructive possession fact pattern in standing workstream; email exchanges with L. Delessio regarding same.	3.40	455.00	1,547.00
04/30/2013	JWM	C300	Reviewed, summarized, and responded to SCRA observations for various states for PwC.	7.30	275.00	2,007.50
04/30/2013	MSM	C200	Research issue concerning right to possess and	2.50	400.00	1,000.00

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UST objection	03/29/2013	DFC	C400	Continue preparation of response to US Trustee's interim fee application objections and email same to US Trustee's office.	3.70	455.00	1,683.50
	03/29/2013	LCD	C300	Address standing issues regarding Florida files.	0.50	435.00	217.50
	03/29/2013	LMT	C200	Research and analyze state law borrower harm categorizations for Indiana and Kentucky.	2.40	375.00	900.00
	03/29/2013	MHM	C300	Reviewed bankruptcy docket to determine the duration of the stay period and any modifications to the stay for assigned files.	2.50	275.00	687.50
	03/29/2013	MHM	C300	Reviewed, analyzed, and responded to PWC's ownership observations for Georgia.	0.50	275.00	137.50
	03/29/2013	MSM	C300	Ownership review.	2.50	400.00	1,000.00
	03/29/2013	SJB	C300	Review, analyze and revise responses to ownership observations.	0.60	475.00	285.00
UST objection	03/30/2013	DFC	C100	Review email from Michael Driscoll (US Trustee's office) regarding Hudson Cook response to interim fee objections and prepare further response thereto.	2.60	455.00	1,183.00

Total Fees for this Matter

637.00

\$223,033.00

Total Amount Due on this Invoice

\$223,033.00

Timekeeper Summary

Timekeeper Name	Hours	Rate	Amount
Katherine C Fisher	0.50	300.00	\$150.00
Lauren M Thomas	128.40	375.00	\$48,150.00
Matthew MacKenzie	141.40	275.00	\$38,885.00
Webb McArthur	144.10	275.00	\$39,627.50
Catharine S Andricos	17.50	300.00	\$5,250.00
Dana F Clarke	14.50	455.00	\$6,597.50
Lisa C DeLessio	63.30	435.00	\$27,535.50
Meghan S Musselman	48.40	400.00	\$19,360.00
Sharon J Bangert	78.90	475.00	\$37,477.50
Totals	637.00		\$223,033.00

(Please return green copy with your remittance) and make payable to:
Hudson Cook, LLP 7250 Parkway Drive, 5th Floor Hanover, MD 21076-1343

EXHIBIT G

021981-0000083
 CHAPTER 11

Invoice Number: 5229688
 Invoice Date: April 30, 2013

Date	Services	Timekeeper	Hours	Value
15-Jan-2013	Prepare additional 1/16 hearing materials (4.7); prepare amended agenda for same (.3); prepare (.1), file (.1) and coordinate service of same (.1); email with MoFo attorneys regarding status of pretrial conferences (.2); coordinate delivery of additional hearing materials for Chambers (.3); discussion with M. Crespo regarding materials for FHA sale hearing (.3).	Guido, Laura	6.10	1,799.50
15-Jan-2013	Discuss agenda for upcoming hearing with N. Moss.	Marines, Jennifer L.	0.20	138.00
15-Jan-2013	Prepare update for Court on sale/mediation and Fed Consent issues (1.3); discuss agenda for upcoming hearing with N. Moss (.2).	Marinuzzi, Lorenzo	1.50	1,417.50
15-Jan-2013	Assist in preparation for the upcoming hearing, including review of agenda (.7); calls with chambers regarding various matters on for 1/16 (.4); emails with N. Rosenbaum, E. Richards, J. Newton and L. Guido regarding the Burnett AP (.5); discuss agenda with J. Marines (.2); discuss agenda with L. Marinuzzi (.2); discuss status of the Burnett adversary proceeding with J. Newton (.2); draft (1) and send email regarding the same to chambers (.1); emails with D. Anderson regarding omni hearing dates (.1).	Moss, Naomi	2.50	1,437.50
15-Jan-2013	Provide write-up of Burnett information to N. Rosenbaum ahead of tomorrow's hearing (.6); call regarding same (.1); discussion with N. Moss regarding Burnett AP (.2).	Newton, James A.	0.90	477.00
15-Jan-2013	Call with J. Newton regarding preparation for Burnett pre-trial conference (.6); review documents in preparation for Burnett pre-trial conference (.8).	Rosenbaum, Norman S.	1.40	1,190.00
15-Jan-2013	Prepare Notice of Hearing for January 29th Hearing (.5); emails with L. Guido, T. Goren, J. Marines, and A. Barrage regarding same (.7).	Rothchild, Meryl L.	1.20	690.00
15-Jan-2013	Prepare of hearing binder.	Suffern, Anne C.	2.40	744.00
15-Jan-2013	Prepare for upcoming omnibus hearing and (.8) address related issues with the client (.4).	Wishnew, Jordan A.	1.20	864.00
16-Jan-2013	Attend omnibus hearing on sale of FHA loans and cure related objections.	Barrage, Alexandra S.	1.20	864.00 H
16-Jan-2013	Prepare for (2.0) and attend hearing (1.9).	Crespo, Melissa M.	3.90	1,774.50 H
16-Jan-2013	Prepare for omnibus hearing (1.5); attend omnibus hearing including finalization and review of script for cure objection and review of court filings on Digital Lewisville cure objection (1.5).	Engelhardt, Stefan W.	3.00	2,625.00 H
16-Jan-2013	Prepare for (.8) and participate in omnibus hearing (2.5).	Goren, Todd M.	3.30	2,623.50 H
16-Jan-2013	Prepare for hearing on FHA sale (1.5); attend January 16 hearing (2.0).	Marines, Jennifer L.	3.50	2,415.00 H

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CHAPTER 11Invoice Number: 5229688
Invoice Date: April 30, 2013

Date	Services	Timekeeper	Hours	Value
10-Jan-2013	Review (.1) and revise 1/10 hearing materials for Chambers (.6); prepare same for delivery to Chambers (.3).	Guido, Laura	1.00	295.00
11-Jan-2013	Prepare supplemental 1/16 hearing materials (.5); update hearing agenda for same (.3).	Guido, Laura	0.80	236.00
11-Jan-2013	Review hearing transcripts for discussions regarding Holdco election removal.	Tice, Susan A.T.	0.60	186.00
14-Jan-2013	Call with J. Marines to discuss hearing preparation (1.0); prepare outline of key sale dates relating to FHA hearing (.8); prepare list of materials needed for sale hearing (.5); discuss same with L. Guido (.2).	Crespo, Melissa M.	2.50	1,137.50
14-Jan-2013	Update upcoming hearing agenda (.6); prepare second supplemental hearing materials binder for Chambers (.3); review same (.2); prepare internal hearing materials for same (1.0); call with M. Crespo and N. Moss regarding same (.2); prepare (.1), file (.1), and coordinate service of 1/16 hearing agenda (.1) and CourtCall notice (.2).	Guido, Laura	2.80	826.00
14-Jan-2013	Call with M. Crespo regarding preparation for hearing on cure and sale (1.0); review (.1) and revise agenda (.7); call with M. Rothchild regarding cure hearing (.2).	Marines, Jennifer L.	2.00	1,380.00
14-Jan-2013	Review agenda for upcoming hearing (.1); discuss the same with J. Newton (.1).	Moss, Naomi	0.20	115.00
14-Jan-2013	Discuss upcoming 1/16 omni hearing agenda with L. Guido (.2) and review same (.3).	Moss, Naomi	0.50	287.50
14-Jan-2013	Discussion with N. Moss regarding agenda for upcoming hearing.	Newton, James A.	0.10	53.00
14-Jan-2013	Correspond with J. Marines, M. Crespo, L. Guido regarding status of matters going forward on upcoming hearing.	Rothchild, Meryl L.	0.40	230.00
14-Jan-2013	Review draft of amended hearing agenda (.2); emails with J. Marines, M. Crespo, and L. Guido regarding same (.2); call with J. Marines regarding cure hearing (.2).	Rothchild, Meryl L.	0.60	345.00
14-Jan-2013	Review draft agenda (.1) and prepare hearing binder for AIP reply (.2).	Wishnew, Jordan A.	0.30	216.00
15-Jan-2013	Review materials for FHA sale hearing (1.6) and discuss same with L. Guido (.3).	Crespo, Melissa M.	1.90	864.50
15-Jan-2013	Prepare for court omnibus hearing including preparation and script for hearing on Lewisville cure objection and review of cases if stipulation falls through.	Engelhardt, Stefan W.	2.00	1,750.00

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Invoice Number: 5229688
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Date	Services	Timekeeper	Hours	Value
29-Jan-2013	Prepare for (.9) and attend (3.5) omnibus hearing.	Goren, Todd M.	4.40	3,498.00 H
29-Jan-2013	Emails with MoFo team regarding hearing preparations (.4); draft 2/7 hearing agenda (1.8); make initial hearing preparations for same (.8); discussion with S. Martin regarding same (.2).	Guido, Laura	3.20	944.00
29-Jan-2013	Review matters in connection with hearing preparation (.6); call with N. Moss regarding same (.1).	Marines, Jennifer L.	0.70	483.00
29-Jan-2013	Prepare for omni hearing (.1); review agenda and resolution of pending matters (.1); participate in omnibus hearing (2.5); prepare report for company regarding hearing update and press release (.2); discussion with S. Martin regarding hearing preparation (.4); meet with N. Moss regarding upcoming hearings schedules (.4).	Marinuzzi, Lorenzo	3.70	3,496.50 H
29-Jan-2013	Prepare for (1.5) and attend omni hearing (2.3); discuss hearing preparation with L. Guido (.2); follow up discussions with ResCap following the hearing (.4); discuss hearing preparation with N. Moss (.7), M. Crespo (.2), and L. Marinuzzi (.4).	Martin, Samantha	5.70	3,762.00 H
29-Jan-2013	Prepare for 1/29/2013 omni hearing (2.0); meet with L. Marinuzzi, J. Marines and S. Martin to discuss upcoming hearings (1.1); discuss schedule of open matters with L. Marinuzzi (.4).	Moss, Naomi	3.50	2,012.50
29-Jan-2013	Prepare for (1.5) and attend 1/29 Omni hearing (4.0).	Newton, James A.	5.50	2,915.00 H
29-Jan-2013	Prepare for (1.0) and attend (3.0) omnibus hearing on various adversary proceedings and motions for stay relief.	Richards, Erica J.	4.00	2,640.00 H
29-Jan-2013	Prepare for 1/29 omni hearings on motions to dismiss adversary proceedings, status conferences and motions for relief from the stay (2.6); attend and argue motions at the hearing (2.2).	Rosenbaum, Norman S.	4.80	4,080.00 H
29-Jan-2013	Draft notice of adjournment of hearing.	Suffern, Anne C.	0.10	31.00
30-Jan-2013	Meet with L. Marinuzzi, N. Moss, L. Guido, A. Suffern to discuss hearing process and checklist.	Crespo, Melissa M.	2.40	1,092.00
30-Jan-2013	Review (.4) and analyze hearing transcript (.9).	Galante, Paul A.	1.30	890.50
30-Jan-2013	Prepare hearing preparation checklist (.7); attend meetings with L. Marinuzzi, S. Martin, M. Crespo, N. Moss and A. Suffern regarding same (1.3); email with MoFo team regarding same (.7); update 2/7 hearing agenda (.3); prepare 2/7 hearing materials binder for Chambers (3.4).	Guido, Laura	6.40	1,888.00
30-Jan-2013	Meet with MoFo team regarding hearing process and checklist for Chambers.	Marinuzzi, Lorenzo	2.40	2,268.00
30-Jan-2013	Discuss hearing preparation issues with L. Guido.	Martin, Samantha	0.50	330.00

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Date	Services	Timekeeper	Hours	Value
28-Jan-2013	Review status of adversary matters and motions for stay relief scheduled for hearing on 1/29 (1.2); calls and correspond with R. Rode regarding potential settlement and/or adjournment of motion for relief from stay (.5); correspond with client and N. Rosenbaum regarding same (.5); prepare script for Van Wagner (2.2), Williams (1.5) and Rode (1.5) matters; review case law relating to abstention and 12(b)(6) arguments (2.5); compile (.4) and review materials to take to hearing, including pleadings, cases, and correspondence (1.1); discussion with N. Moss regarding Van Wagner adversary proceeding (.3); follow-up meeting with N. Rosenbaum regarding preparing for hearing on Rode motion for relief from stay (.4).	Richards, Erica J.	12.10	7,986.00
28-Jan-2013	Review (.1) and comment on Hawthorne correspondence requesting and adjournment (.1); call with J. Newton and counsel to Wells Fargo and ASC in Jenkins adversary proceeding regarding pre-trial conference (.8) prepare for hearings on motion to dismiss Wagner and Williams adversary cases including review of hearing outlines (1.9); prepare for Jenkins pre-trial conference (.6); meeting with E. Richards and S. Engelhardt regarding preparing for hearings on motions to dismiss Van Wagner and Williams adversary proceedings (1.4); meetings with J. Newton and S. Engelhardt regarding preparing for Jenkins pre-trial conference (.9); review Jenkins pre-trial conference script (.4); meet with S. Martin regarding preparing for hearing on Kral Motion for relief from stay (.8); meet with E. Richards regarding preparing for hearing on Rode Motion for relief from stay (.4); prepare for hearing on Kral Motion for relief from stay (2.0); continue preparations for hearing on Rode Motion for relief from stay (.6); review (1); and respond to emails regarding status of Aribal motion for relief (.1).	Rosenbaum, Norman S.	10.20	8,670.00
28-Jan-2013	Prepare of individual hearing binders for attorneys attending 1/29 hearing (.8); prepare updated hearing binders for court (3.7); discuss omni hearing with N. Moss (.3).	Suffern, Anne C.	4.80	1,488.00
28-Jan-2013	Assist MoFo team with preparing for 1/29 omnibus hearing (.2); discuss revisions to notice of cancellation for the AIP hearing with N. Moss (.1).	Wishnew, Jordan A.	0.30	216.00
29-Jan-2013	Prepare for (1.0) and participate in omnibus court hearing on cure objection related issues (3.0).	Barrage, Alexandra S.	4.00	2,880.00
29-Jan-2013	Revise script (1.2) and prepare materials for motions to assume and assign (BH and Ocwen Sale) (.7); discussion with S. Martin regarding hearing preparation of same (.2).	Crespo, Melissa M.	2.10	955.50
29-Jan-2013	Preparation for 1/29 omnibus hearing (.5); attend omnibus hearing (2.5).	Engelhardt, Stefan W.	3.00	2,625.00

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Invoice Number: 5241609
 Invoice Date: June 17, 2013

Date	Services	Timekeeper	Hours	Value
06-Feb-2013	Review and comment on hearing agenda (.1); meet with N. Rosenbaum regarding preparation for hearing (.1).	Martin, Samantha	0.20	132.00
06-Feb-2013	Meet with S. Engelhardt regarding hearing preparation and issnes (.2); meet with N. Rosenbaum regarding preparing for pre-trial conference on Jenkins adversary proceeding (.4).	Newton, James A.	0.60	318.00
06-Feb-2013	Review revised agenda for upcoming omni hearings; prepare case status update for 2/7 hearing (.4) and email with team members regarding status of mediation, RMBS litigation, Examiner report and other matters (.2); review script for hearing on Wheeler motion for stay relief and related emails regarding Wheeler matter background (.6); meet with S. Martin regarding preparation for hearing (.5); meet with J. Newton regarding preparing for pre-trial conference on Jenkins adversary proceeding (.4).	Rosenbaum, Norman S.	2.50	2,125.00
06-Feb-2013	Emails with T. Goren regarding status of Wells Fargo SBO Stipulation and materials needed for 2/7/2013 hearing (.6); call with L. Guido regarding preparation of hearing materials (.4); prepare Wells Fargo SBO Stipulation and related documents for T. Goren (.3).	Rothchild, Meryl L.	1.30	747.50
06-Feb-2013	Prepare Examiner discovery materials in connection with omnibus hearing/chambers conference.	Tice, Susan A.T.	6.40	1,984.00
07-Feb-2013	Prepare for (3.1) and attend 2/7 omnibus hearing (.7).	Crespo, Melissa M.	3.80	1,729.00
07-Feb-2013	Preparation for 2/7 omnibus hearing (.8); attendance at omnibus hearing (1.5); meet with I. Gold (Lewisville) regarding stipulation issues (.5); meet with S. Zide (committee counsel) regarding Digital Lewisville stipulation issues (.4).	Engelhardt, Stefan W.	3.20	2,800.00
07-Feb-2013	Prepare for (.6) and attend 2/7 omnibus hearing (2.5).	Goren, Todd M.	3.10	2,464.50
07-Feb-2013	Attend status conference to discuss examiner role (.7); attend omnibus bearing (.5).	Marinuzzi, Lorenzo	1.20	1,134.00
07-Feb-2013	Prepare for (1.2) and attend omnibus hearing (1.5); follow up discussions with E. Frejka (Kramer) (.3).	Martin, Samantha	3.00	1,980.00
07-Feb-2013	Prepare for (1.5) and attend (2.0) omnibus hearing in connection with Jenkins Adversary and JP Morgan relief from stay motion.	Newton, James A.	3.50	1,855.00
07-Feb-2013	Prepare for (1.0) and argue motions (.8) and participate in status conference at 2/7 omnibus hearing (1.5).	Rosenbaum, Norman S.	3.30	2,805.00
08-Feb-2013	Email with MoFo team regarding scheduling of 2/11 court conference.	Guido, Laura	0.40	118.00
11-Feb-2013	Pull (1.0) and organize cases cited in Kessler motion to prepare hearing binder (2.1).	Suffern, Anne C.	3.10	961.00
12-Feb-2013	Provide copies of legislative materials requested by L. Guido.	Shackleton, Mary E.	0.30	64.50

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Invoice Number: 5241609
 Invoice Date: June 17, 2013

Date	Services	Timekeeper	Hours	Value	
28-Feb-2013	Prepare for hearing, including review, revise and finalize hearing notes for status conference (4.2); attend hearing telephonically (.7).	Marines, Jennifer L.	4.90	3,381.00	H
28-Feb-2013	Prepare for status conference on Fed consent order review/hearing on PWC motion (.9); attend chambers conference on foreclosure review and hearing on PWC motion (3.0); call with B. Masumoto regarding hearing and presentation of PWC order (.3).	Marinuzzi, Lorenzo	4.20	3,969.00	H
28-Feb-2013	Prepare 9019 exhibit list (3.9) confer with L. DeArcy and M. Castro regarding same (1.4).	Moloff, Leda A.	5.30	3,047.50	H
28-Feb-2013	Prepare MoFo team for omni hearing (.5); telephonically attend the omnibus hearing held on 2/28 (plan update and PWC motion) (.5).	Moss, Naomi	1.00	575.00	H
28-Feb-2013	Emails with G. Lee in preparation for chambers conference with Judge Glenn (.3); prepare for 9019 trial status conference (1.4); prepare for oral argument on motion to preclude reliance on counsel evidence (6.5).	Rains, Darryl P.	8.20	8,405.00	H
28-Feb-2013	Prepare for 2/28 hearing on various adversary proceedings (5.2); attend same (1.5).	Richards, Erica J.	6.70	4,422.00	H
28-Feb-2013	Review materials on Dixon and DeMustchine pre-trial conferences in preparation for hearing (.6); attend Omnibus hearing (1.0); meet with E. Richards and S. Engelhardt regarding preparing for Dixon and DeMustchine pre-trial conferences (1.0); review follow up emails with client regarding results of DeMustchine pre-trial conference and next steps (.2).	Rosenbaum, Norman S.	2.80	2,380.00	H
Total: 013	Hearings		151.20	86,296.00	
Tax Matters					
04-Feb-2013	Call to Kirkland regarding tax matters (.1) and review email regarding same (.2); call with L. Marinuzzi, R. Reigersman and tax counsel regarding taxation of REMIC residuals (.8); call with C. Lim regarding same (.5).	Humphreys, Thomas A.	1.60	1,920.00	
04-Feb-2013	Call with T. Humphreys regarding ownership and transfer of REMIC residuals (.3); review Code and Regulations on taxation of REMICs (2.5); review Peaslee treatise on taxation of REMIC interests (.5).	Lim, Clara	3.30	1,584.00	
04-Feb-2013	Call with T. Humphreys regarding taxation of REMIC residuals.	Marinuzzi, Lorenzo	0.80	756.00	
04-Feb-2013	Call with T. Humphreys regarding taxation of REMIC residuals.	Reigersman, Rimmelt A.	0.80	620.00	
05-Feb-2013	Call from Kirkland regarding examiner tax issues (.1); discuss tax issues with R. Reigersman (.3).	Humphreys, Thomas A.	0.40	480.00	

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CHAPTER 11Invoice Number: 5241609
Invoice Date: June 17, 2013

Date	Services	Timekeeper	Hours	Value
25-Feb-2013	Email with L. Delehey (ResCap), J. Newton and E. Richards regarding L. Delehey's participation in 2/28/13 hearings (.3); review 2/28 calendar, draft agenda and pending case deadlines (.6); emails with MoFo team regarding adversary pre-trial conferences and motions for relief from stay scheduled for 2/28 hearing date (.2).	Rosenbaum, Norman S.	1.10	935.00
26-Feb-2013	Coordinate service of 2/28 hearing agenda (.1); review 3/5 hearing materials (.7); prepare (.3), file (.2) and coordinate service of 2/28 hearing agenda (.3); prepare same for delivery to Chambers (.3); prepare internal 2/28 hearing materials (4.1).	Guido, Laura	6.00	1,770.00
26-Feb-2013	Review (.2) and revise 2/28 hearing agenda (.3).	Marines, Jennifer L.	0.50	345.00
26-Feb-2013	Prepare for 2/28 omnibus hearing (1.5); discuss plan status conference with chambers (.2).	Moss, Naomi	1.70	977.50
26-Feb-2013	Review revised agenda for 2/28 hearing.	Richards, Erica J.	0.10	66.00
27-Feb-2013	Finalize materials for 2/28 omnibus hearing (1.0); prepare internal 3/5 hearing materials (1.2); prepare 3/1 CourtCall notice (.1); update agenda for same (.1); prepare, file and coordinate service of 3/1 hearing agenda and CourtCall notice (.4); prepare notice of rescheduled start time for same (.2); prepare, file and coordinate filing of same (.2); prepare supplemental 3/5 hearing materials (.5); prepare internal 2/28 hearing materials (.7); finalize amended 2/28 hearing agenda (.1); prepare, file and coordinate service of same (.3); prepare second amended 2/28 hearing agenda (.1).	Guido, Laura	4.90	1,445.50
27-Feb-2013	Meet with CRO regarding 2/28 hearing, status conference and chambers conference.	Lee, Gary S.	0.40	410.00
27-Feb-2013	Review (.2) and revise amended 2/28 agenda (.3); draft hearing notes regarding summary of sale closings (2.3), mediation (1.5), CRO appointment (1.0), committee settlement (2.0), and foreclosure review (3.0).	Marines, Jennifer L.	10.30	7,107.00
27-Feb-2013	Review agendas for 2/28 and 3/5 hearings.	Richards, Erica J.	0.10	66.00
28-Feb-2013	Meet with E. Richards and N. Rosenbaum regarding preparation for 2/28 court hearing.	Engelhardt, Stefan W.	1.00	875.00
28-Feb-2013	Coordinate telephonic appearances for 2/28 omni hearing (.3); finalize hearing materials for same (1.9); prepare, file and coordinate service of second amended hearing agenda for same (.2); update 3/5 hearing agenda (.4); prepare CourtCall notice for same (.1); prepare amended 3/1 hearing agenda (.4); prepare, file and coordinate service of same (.3).	Guido, Laura	3.60	1,062.00
28-Feb-2013	Prepare for court hearing and chambers conferences with UCC and Examiner (2.4); attend chambers conferences and court hearing (3.3)	Lee, Gary S.	5.70	5,842.50

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Invoice Number: 5253113
Invoice Date: July 26, 2013

Date	Services	Timekeeper	Hours	Value
20-Mar-2013	Review (.3) and prepare (.4) second supplemental hearing binders for Chambers; prepare internal hearing materials for same (3.7); prepare amended hearing agenda for same (.4); distribute same to team for comments (.1); prepare, file and coordinate service of same (.3).	Guido, Laura	5.20	1,534.00
20-Mar-2013	Review and comment on agenda for upcoming omni hearing.	Martin, Samantha	0.40	264.00
20-Mar-2013	Calls with A. Kernan (Chambers) regarding evidentiary issues in connection with upcoming hearing on the FRB motion (.3); emails with G. Lee and D. Rains regarding the same (.2); prepare for hearing (review documents and amended agenda) (.5).	Moss, Naomi	1.00	575.00
20-Mar-2013	Prepare for Jenkins hearing including review of all underlying pleadings.	Newton, James A.	1.60	848.00
20-Mar-2013	Review materials related to matters going forward at 3/21 omnibus hearing in preparation for same (including agenda and adversary proceeding pleadings).	Richards, Erica J.	3.60	2,376.00
20-Mar-2013	Prepare for hearing on motion to approve borrower adversary case management procedures (.3) and omnibus claims (.5) and settlement procedures (.5).	Rosenbaum, Normau S.	1.30	1,105.00
20-Mar-2013	Review (.2) and comment Hearing Agenda and amended Hearing Agendas (.4).	Roseubaum, Norman S.	0.60	510.00
20-Mar-2013	Edit hearing script for N. Rosenbaum regarding debtors' motion for supplemental case management procedures (.4); edit (.1) and finalize same (.1); organize (.8) and review hearing materials (1.6); prepare hearing script for N. Rosenbaum regarding debtors' motion for omnibus claim objection procedures (2.2).	Rothchild, Meryl L.	5.20	2,990.00
21-Mar-2013	Participate in omnibus hearing ou FGIC and 3013 and FRB Consent Order issues (1.9); email T. Goren regarding same (.1); call with J. Newton regarding 3013 hearing (.2).	Barrage, Alexandra S.	2.20	1,584.00 H
21-Mar-2013	Prepare for Rule 3013 motion hearing (1.5); attendance at court hearing for omnibus hearing date (2.5); meet with creditor committee counsel and AFD counsel regarding motion resolution following court hearing (.3).	Engelhardt, Stefan W.	4.30	3,762.50 H
21-Mar-2013	Prepare for (.5) and attend omnibus hearing (3.1).	Goren, Todd M.	3.60	2,862.00 H
21-Mar-2013	Update (.2) and finalize Ambac hearing binders (.8); prepare electronic copy of hearing binders for Judge Glenn (.3); coordinate with J. Newton aud team regarding delivery of courtesy copies and opposing counsel's review of exhibits to joint stipulation (.5); prepare cover letter to judge regarding chambers copies of Ambac hearing binders (.8); respond to inquiry from judge's clerk regarding hearing binders (.3).	Grossman, Ruby R.	2.90	768.50

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Invoice Number: 5253113
 Invoice Date: July 26, 2013

Date	Services	Timekeeper	Hours	Value
21-Mar-2013	Meet with K. Mahmond and J. Roy regarding documents for omnibus hearing.	Guido, Laura	0.10	29.50
21-Mar-2013	Attend ResCap foreclosure review motion hearing.	Ireland, Oliver I.	2.50	2,300.00
21-Mar-2013	Prepare for (.8) and attend hearing on FRB claim and PwC retention (2.0).	Lee, Gary S.	2.80	2,870.00
21-Mar-2013	Meet with L. Guido and J. Roy regarding documents for hearing (.1); submit courtesy copies to Judge Glenn's chambers and drop off documents for hearing in courtroom 501 (.5).	Mahmoud, Karim	0.60	117.00
21-Mar-2013	Prepare for (.6) and attend omnibus hearing on FTI retention and Fed consent order relief motion (3.5).	Marinuzzi, Lorenzo	4.10	3,874.50
21-Mar-2013	Prepare for (.9) and attend ResCap omni hearing (FRB motion and adversary proceedings) (3.1).	Moss, Naomi	4.00	2,300.00
21-Mar-2013	Prepare for (.5) and attend hearing in connection with Foreclosure Review Motion and Jenkins Rule 12(e) motion and pre-trial meeting (2.8); call with A. Barrage rearding 3013 hearing (.2).	Newtou, James A.	3.50	1,855.00
21-Mar-2013	Prepare for hearing on 3013 motion regarding Federal Reserve consent decree (3.2); attend and argue at 3013 motion hearing (2.5).	Rains, Darryl P.	5.50	5,637.50
21-Mar-2013	Attend omnibus hearing.	Richards, Erica J.	4.10	2,706.00
21-Mar-2013	Prepare for hearing on motions to approve borrower adversary proceeding supplemental case management procedures (.8) and omnibus objection and settlement procedures (.5); MED&G motion for relief from automatic stay and borrower AP proceedings (.5); attend portion of omnibus hearing and argue aforementioned motions (1.8).	Rosenbaum, Norman S.	3.60	3,060.00
21-Mar-2013	Prepare for (.8) and attend portion of omni hearing (2.3).	Rothchild, Meryl L.	3.10	1,782.50
25-Mar-2013	Prepare upcoming hearing agenda (.3) and CourtCall notice for same (.1).	Guido, Laura	0.40	118.00
25-Mar-2013	Review email from T. Foudy (Curtis Mallet) and J. Haims regarding hearing schedule.	Rothberg, Jonathan C.	0.30	198.00
26-Mar-2013	Emails with team regarding upcoming hearing schedule (.2); prepare 4/11 hearing agenda (4.2).	Guido, Laura	4.40	1,298.00
27-Mar-2013	Continue drafting upcoming hearing agenda.	Guido, Laura	0.80	236.00
29-Mar-2013	Obtain hearing transcript for review by N. Rosenbaum.	Suffern, Anne C.	0.30	93.00
Total: 013	Hearings		161.20	95,126.50

Tax Matters

08-Mar-2013	Review materials on REMIC residuals and place call to L. Marinuzzi to discuss same.	Humphreys, Thomas A.	0.10	120.00
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CHAPTER 11

Invoice Number: 5255029
Invoice Date: August 2, 2013

Date	Services	Timekeeper	Hours	Value
11-Apr-2013	Email regarding final 4/11 hearing preparations (.2); further KEIP hearing preparation (1.1); calls with D. Anderson (Chambers) regarding hearing materials (.1); correspondence with hearing attendees regarding same (.1); coordinate with Y. Chow pickup from courtroom of same (1.2).	Guido, Laura	2.70	796.50
11-Apr-2013	Discussion with D. Rains and A. Princi regarding RMBS 9019 trust settlement hearing on preclusion of evidence.	Lee, Gary S.	0.40	410.00
11-Apr-2013	Prepare for fee hearings (.3); review UST Objection to fees (.2); review fee objection resolution chart (.5); review MoFo fee response (.4); discuss with FTI resolution of objection (.2); discuss with Mesirow resolution of objection (.2); attend omnibus/fee hearing (2.0); prepare for contested KEIP/KERP hearing - review (.2) and revise narrative (.5); review UST KEIP objection (.4); review underlying presentations for argument (.6); participate in KEIP hearing (1.5); review (.2) and revise hearing summary for board dissemination (.3); correspondence to L. Kruger (ResCap) regarding hearing outcome on KEIP (.3).	Marinuzzi, Lorenzo	7.30	6,898.50
11-Apr-2013	Prepare for (1.0) and attend hearing with respect to Committee's complaint against the Junior Secured Noteholders (.5) and Harris's motion to reassign her as creditor in possession (2.0).	Martin, Samantha	3.50	2,310.00 H
11-Apr-2013	Attendance and participation in hearing on Committee's preclusion motion.	Princi, Anthony	2.10	2,152.50 H
11-Apr-2013	Discussion with D. Rains and G. Lee regarding results of hearing on Committee's preclusion motion (.4); call with independent director's counsel regarding same and regarding P. West's direct testimony (.7); meeting with A. Ruiz regarding documents for hearing on motion to preclude (.4).	Princi, Anthony	1.50	1,537.50
11-Apr-2013	Prepare for hearing on RMBS 9019 motion to preclude reliance on counsel evidence (2.8); appear at hearing on RMBS 9019 reliance on counsel motion (3.3).	Rains, Darryl P.	6.10	6,252.50 H
11-Apr-2013	Prepare for (1.8) and attend hearing on fee applications (3.1) and DeMustchine pretrial conference (.2); follow up on open issues in connection with same (.3).	Richards, Erica J.	5.40	3,564.00 H
11-Apr-2013	Attend omnibus hearings and argue Harris and Pruitt motions.	Rosenbaum, Norman S.	2.20	1,870.00 H
11-Apr-2013	Prepare for hearing on Pruitt motion for relief from automatic stay (1.2); meet with S. Martin regarding S. Harris background regarding Harris motion for mortgage related relief (.1) and review emails regarding background (.2); meet with S. Harris and J. Chung in chambers regarding hearing (.2).	Rosenbaum, Norman S.	1.70	1,445.00

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Date	Services	Timekeeper	Hours	Value
11-Apr-2013	Meet with P. West (ResCap) to prepare for 4/11 hearing on RMBS settlement (1.3); meet with FTI to prepare for 4/11 hearing (1.4); review pleadings (.2) and prepare for oral argument (1.0); coordinate with L. Marinuzzi ahead of 4/11 hearing (.4); attend key employee hearing (1.5).	Wishnew, Jordan A.	5.80	4,176.00
12-Apr-2013	Prepare 4/17 hearing agenda on Ambac's cure objection (.5); organize 4/11 hearing materials (.6).	Guido, Laura	1.10	324.50
14-Apr-2013	Call with H. Seife (Chadbourne) regarding scheduling of exclusivity hearing (.2) and timing of Examiner's report filing (.2); emails with B. Masumoto and M. Driscoll regarding call with Judge Glenn on scheduling of hearings (.2) and timing of Examiner's report (.1).	Marinuzzi, Lorenzo	0.70	661.50
15-Apr-2013	Discussion with L. Guido with Court copies for Ambac hearing.	Grossman, Ruby R.	0.20	53.00
15-Apr-2013	Email with Chambers regarding upcoming hearing preparation (.2); discussion with R. Grossman regarding same (.1); update upcoming hearing materials for N. Rosenbaum (1.2); update upcoming hearing agenda (.3); prepare, file and coordinate service of same (.3); prepare supplemental upcoming hearing binders for Chambers (.5).	Guido, Laura	2.60	767.00
15-Apr-2013	Review and comment on agenda for 4/17 hearing on Ambac sale objection and discuss comments with L. Guido.	Rosenbaum, Norman S.	0.20	170.00
16-Apr-2013	Prepare deposition transcript (1.3) and exhibit binders for war room for the RMBS 9019 evidentiary hearing (3.0); review (.2) and revise exhibits (.2) and exhibit list for RMBS 9019 evidentiary hearing (.4); coordinate with team regarding same (.6).	Grossman, Ruby R.	5.70	1,510.50
16-Apr-2013	Review supplemental 4/17 hearing materials for Chambers (.9); prepare notice of adjournment of same to 4/30 (.2); prepare, file and coordinate service of same (.3).	Guido, Laura	1.40	413.00
18-Apr-2013	Prepare 4/30 hearing agenda.	Guido, Laura	5.60	1,652.00
19-Apr-2013	Prepare 4/30 hearing materials for Chambers (6.3); update hearing agenda for same (.3).	Guido, Laura	6.60	1,947.00
22-Apr-2013	Update 4/30 omnibus hearing agenda (.3); prepare 4/30 omnibus hearing materials for Chambers (4.5).	Guido, Laura	4.80	1,416.00
23-Apr-2013	Review 4/30 hearing materials for Chambers (1.0); prepare same for delivery to Chambers (.3); update 4/30 omnibus hearing agenda (.5); prepare 4/30 supplemental hearing materials for Chambers (.7).	Guido, Laura	2.50	737.50
24-Apr-2013	Review agenda regarding adversary proceedings scheduled for upcoming omnibus hearing.	Galante, Paul A.	0.30	205.50

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29-Apr-2013	Prepare script for hearing on Kinworthy stay relief motion.	Martin, Samantha	0.70	462.00
29-Apr-2013	Review (.3) and revise hearing scripts in connection with Solano motion for relief from stay and late POC motion (.8) and MED&G late proof of claim motion (1.1); prepare additional table of addresses served with MED&G bar date notice (.2); prepare excerpts of bar date notice affidavit of service for hearing (.3); speak with N. Rosenbaum regarding pending late proof of claim motions, background, and information needed for upcoming hearing (1.1); prepare factual background of underlying litigation in connection with Solano (.4) and MED&G (.4) late proof of claim motions; email with R. Sax (counsel to Solano) (.2) and H. McKeever (counsel to Haffey) regarding hearings tomorrow and information required to make telephonic appearances (.3).	Newton, James A.	5.10	2,703.00
29-Apr-2013	Prepare for 4/30 hearings on Solano and MED&G motions to file late proofs of claim, review background, objections and case law (2.3); meet with J. Newton regarding preparing for MED&G and Solano motions to file late proofs of claim (.6); review and comment on 4/30 hearing agenda (.3) and meet with L. Guido to review comments (.1); review updates from local counsel on Kinworthy litigation regarding preparing for hearing on motion for relief (.2); meet with S. Martin regarding preparing for hearing on Kinworthy motion for relief and settlement status (.4); prep for hearing on Kinworthy motion including review and comment on Kinworthy hearing outline (.6); meet with J. Newton regarding preparing for hearing on Haffey motion for relief from the automatic stay and review updates from local counsel (.4).	Rosenbaum, Norman S.	4.90	4,165.00
30-Apr-2013	Attendance at omnibus court hearing for purposes of covering cash collateral motion discovery issues.	Engelhardt, Stefan W.	0.70	612.50 H
30-Apr-2013	Attend omnibus hearing regarding JSN matters and UCC complaint.	Goren, Todd M.	2.00	1,590.00 H
30-Apr-2013	Review (.2) and revise upcoming hearing binders for Chambers (1.2); update same with recent filings (1.9); prepare for and coordinate delivery of same to Chambers (.4).	Guido, Laura	3.70	1,091.50
30-Apr-2013	Attend hearing with respect to UCC's complaint against UMB Bank (.6) and Kinworthy stay relief matter (.9).	Martin, Samantha	1.50	990.00 H

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Date	Services	Timekeeper	Hours	Value
30-Apr-2013	Prepare for argument of Haffey relief from stay motion (1.1), including review of filed materials (1.2) and preparation of hearing script (1.2); attend hearing in connection with MED&G late proof of claim, Solano relief from stay and late proof of claim motions, and arguing Haffey relief from stay motion (.7); prepare updates to client and outside counsel regarding results of hearings on Haffey relief from stay motion (.3), MED&G motions (.2); and Solano late proof of claim motion (.4).	Newton, James A.	5.10	2,703.00
30-Apr-2013	Emails with J. Newton regarding Solano counsel's request for adjournment (.2); prepare for hearings on Solano motion to file late proof of claim, Solano motion for relief from stay and MED&G motion for authority to file late proof of claim (1.6); attend omni hearing and argue objections to the same (1.0); review emails from J. Newton to client regarding results of MED&G and Solano hearings and necessary follow up (.2).	Rosenbaum, Norman S.	3.00	2,550.00
Total: 013	Hearings		195.00	107,223.00
Tax Matters				
03-Apr-2013	Email with J. Wishnew regarding property tax issues (.3); meet with S. Reiber regarding property tax lien issue (.4); review statutory provisions and memorandum regarding collection of unsecured property taxes (.7).	Kanter, Peter B.	1.40	1,050.00
03-Apr-2013	Research application of tax liens (1.7); meet with P. Kanter regarding same (.4).	Reiber, Scott M	2.10	1,365.00
04-Apr-2013	Research application of tax liens (1.2); call with P. Kanter regarding same (.2).	Reiber, Scott M	1.40	910.00
09-Apr-2013	Review email from L. Marinuzzi regarding tax allocation issues (.1) and discuss with R. Reigersman (.2); review R. Reigersman draft response and revise same (.4); call with C. Lim regarding chart on various duties in connection with same (.3).	Humphreys, Thomas A.	1.00	1,200.00
09-Apr-2013	Review emails regarding Debtor tax allocation agreements (.1) and send email to J. Levitt regarding same (.2); discuss email from L. Marinuzzi with T. Humphreys regarding tax agreements (.2).	Reigersman, Rimmelt A.	0.50	387.50
10-Apr-2013	Review tax allocation agreements.	Goren, Todd M.	0.90	715.50
10-Apr-2013	Search for tax information (.9); email to J. Haims regarding same (.1).	Law, Meimay L.	1.00	530.00
12-Apr-2013	Discuss tax considerations of potential ResCap settlement with A. Vasiliu.	Reigersman, Rimmelt A.	0.40	310.00

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Date	Services	Timekeeper	Hours	Value
Fee/Employment Objections				
01-Apr-2013	Prepare fee resolution chart for attorney review.	Suffern, Anne C.	0.60	186.00
02-Apr-2013	Update fee resolution chart.	Suffern, Anne C.	0.50	155.00
03-Apr-2013	Revise chart pertaining to all professionals' responses to US Trustee's objection to fees.	Suffern, Anne C.	6.80	2,108.00
04-Apr-2013	Prepare, file and coordinate service of Towers Watson's response to US Trustee's objection to second interim fee application.	Guido, Laura	0.30	88.50
04-Apr-2013	Update resolution chart pertaining to US Trustee's objection to fees (1.6); revise resolution chart pertaining to US Trustee's objection to fees per E. Richard's comments (.3).	Suffern, Anne C.	1.90	589.00
05-Apr-2013	Review hearing coverage chart and KEIP calculations.	Marinuzzi, Lorenzo	0.40	378.00
05-Apr-2013	Review form separation agreement (.2) and follow up with J. Tanenbanm and J. Shank (.4); review winddown incentive plan analyses from Mercer and related bench decisions and motions (.7);.	Wishnew, Jordan A.	1.70	1,224.00
08-Apr-2013	Review chart of fee resolutions for completeness.	Richards, Erica J.	0.20	132.00
08-Apr-2013	Update fee resolution chart.	Suffern, Anne C.	0.70	217.00
09-Apr-2013	Review (.3) and comment on chart tracking status of fee objections (.4); correspondence with H. Lamb (Chadbourne) and R. Ringer (Kramer) regarding same (.3).	Richards, Erica J.	1.00	660.00
09-Apr-2013	Revise fee resolution chart.	Suffern, Anne C.	2.40	744.00
Total: 008	Fee/Employment Objections		16.50	6,481.50
Financing				
01-Apr-2013	Review cases regarding cash collateral (1.1) and discuss same with S. Martin (.5); review cash collateral pleadings (1.6).	Goren, Todd M.	3.20	2,544.00
01-Apr-2013	Discussion with T. Goren regarding cash collateral.	Martin, Samantha	0.50	330.00
02-Apr-2013	Email with K. Chopra regarding cash collateral status.	Goren, Todd M.	0.30	238.50
03-Apr-2013	Call with C. Shore regarding plan, cash collateral issues (.5); review cash collateral motion/snpporting declaration issues with S. Martin (.6).	Goren, Todd M.	1.10	874.50
03-Apr-2013	Draft J. Horner (ResCap) declaration in support of cash collateral motion.	Martin, Samantha	2.20	1,452.00

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Date	Services	Timekeeper	Hours	Value
22-Jan-2013	Call with E. Richards regarding adversary proceedings (.1); review Hawthorne complaint (.2); correspond with MoFo team regarding Hawthorne and Kimber adversary proceedings (.2); correspond with L. Delehey (ResCap), J. Scoliard (ResCap), J. Krell (SilvermanAcampora) regarding Hawthorne and Kimber adversary proceedings (.2).	Martin, Samantha	0.70	462.00
22-Jan-2013	Follow-up with J. Scoliard regarding Jenkins Declaration (.2); revise Jenkins 12(e) motion (.3) and Delchey Declaration in support (.4) in accordance with comments from Client; meet with S. Engelhardt regarding Jenkin's adversary proceeding motion (.2).	Newton, James A.	1.10	583.00
22-Jan-2013	Call with S. Martin regarding adversary proceedings.	Richards, Erica J.	0.10	66.00
22-Jan-2013	Review docket in ARE adversary proceeding (.2); meet with S. Engelhardt regarding ARE adversary proceeding (.2); review (.1) and comment on revised draft of motion to implement case management procedures for borrower adversary proceedings (.1); review emails to client regarding supplemental adversary procedures for borrower bankruptcy cases (.3); review emails with J. Newton and client regarding Jenkins motion for more definitive statement (.2); call with B. Greico (Hogan counsel to Wells Fargo) regarding status of Jenkins adversary proceeding and 1/29 pre-trial conference (.2); review emails from S. Martin regarding status of Hawthorne and Kimber adversary proceedings (.2).	Rosenbaum, Norman S.	1.50	1,275.00
22-Jan-2013	Correspond with NJ Carpenters' counsel (securities claimants) regarding extension of automatic stay (.6); edit draft stipulations regarding same (.6); teleconference with counsel to MassMutual regarding same (.3).	Rothberg, Jonathan C.	1.50	990.00
23-Jan-2013	Call with N. Rosenbaum regarding review of pending motions for relief from automatic stay, borrower adversary proceedings and LVA agreement.	Barrage, Alexandra S.	1.50	1,080.00
23-Jan-2013	Preparation for call with committee to discuss status of borrower adversary proceedings (.4); call with committee counsel E. Frejka and MoFo team regarding same (1.4); meet with N. Rosenbaum regarding ARE adversary proceeding motion (.1).	Engelhardt, Stefan W.	1.90	1,662.50
23-Jan-2013	Call with creditors committee regarding status of borrower adversary proceedings (1.3); review Hawthorne (.2) and Kinder complaints (.2); review complaints filed in Hawthorne and Kinder personal bankruptcy cases (.4) and docket entries in bankruptcy cases (.2).	Galante, Paul A.	2.30	1,575.50
23-Jan-2013	Discuss extension of stay issues to prepare for motion drafting with J. Rothberg.	Haims, Joel C.	0.40	350.00
23-Jan-2013	Review documents for responsiveness, privilege, and confidentiality in connection with production for the Examiner's investigation.	Heiman, Laura	4.80	2,064.00

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Date	Services	Timekeeper	Hours	Value
23-Jan-2013	Gather documents for pro hac vice motions.	Marshak, Emma S.	0.20	41.00
23-Jan-2013	Update adversary proceeding matrix (.2); correspond with Papas regarding appeal (.2); correspond with MoFo team, SilvermanAcampora, and ResCap regarding Hawthorne and Kimber adversary proceedings (.3); call with E. Frejka (Kramer), J. Krell (SilvermanAcampora), R. Friedman (SilvermanAcampora), N. Rosenbaum, S. Engelhardt, E. Richards, J. Newton regarding status of borrower adversary proceedings, motions for stay relief, and possible consensual resolutions (1.0).	Martin, Samantha	1.70	1,122.00
23-Jan-2013	Email to S. Engelhardt regarding meeting to discuss logistics and work distribution related to borrower adversary proceeding responses (.2); participate in weekly borrower adversary proceeding status call with UCC, SilvermanAcampora, and internal team (1.5).	Newton, James A.	1.70	901.00
23-Jan-2013	Call with E. Frejka (Kramer), J. Krell (SilvermanAcampora) and MoFo team regarding status of borrower motions for stay relief and adversary proceedings.	Richards, Erica J.	1.50	990.00
23-Jan-2013	Update borrower litigation matrix (1.1); call with MoFo team regarding adversary proceeding updates (.1).	Richards, Erica J.	1.20	792.00
23-Jan-2013	Call with E. Frejka (Kramer) and J. Krell (Silverman Acampora), J. Newton, E. Richards, A. Barrage and S. Martin regarding review of pending motions for relief from automatic stay, borrower adversary proceedings and LVA agreements (1.5); review draft of motion to dismiss ARE v. GMAC complaint (.9); email with J. Scoliard and L. Delehey regarding comments to motion to implement case management procedures in adversary proceedings (.4); meet with S. Engelhardt regarding motion to dismiss ARE adversary proceedings and open issues regarding declaration (.4); emails with H. Cannon regarding issues on motion to dismiss ARE adversary proceeding and supporting declaration (.2).	Rosenbaum, Norman S.	3.40	2,890.00
23-Jan-2013	Discuss extension of stay issues with J. Haims (.4); correspond with counsel to New Jersey Carpenters and John Hancock regarding same (.5); draft correspondence to counsel for Western & Southern regarding same (.4).	Rothberg, Jonathan C.	1.30	858.00
24-Jan-2013	Research renewed motion to extend stay to Western & Southern case.	Bachr, Robert J.	1.30	689.00
24-Jan-2013	Review (.2) and analyze Kimber and Hawthorne adversary complaints in preparation for client call (.4); participate in call with J. Scoliard and L. Delehey regarding Hawthorne and Kimber adversary proceedings (.5); meet with internal team members regarding adversary proceeding response strategy (1.1); analyze status and response strategy for borrower adversary proceedings (2.0); meet with L. Marinuzzi regarding open adversary procedure issues (.4).	Engelhardt, Stefan W.	4.60	4,025.00

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18-Jan-2013	Call with ResCap and Walter to discuss the Estate/Walter Transition Services Agreement (1.0); call with ResCap to discuss revisions to the Estate/Ocwen Transition Services Agreement (.7); prepare a revised draft of the Estate/Ocwen Transition Services Agreement (1.3); review of outstanding IP issues arising from the Ocwen APA (1.5); review (1) and respond to numerous emails from T. Hamzhepour regarding the foregoing (1.1).	Weiss, Russell G.	5.70	4,702.50
18-Jan-2013	Call to discuss IP schedules (.8); review schedule updates and work (2.0); call with Y. Huang regarding outstanding intellectual property diligence matters (.2).	Welch, Edward M.	3.00	2,070.00
19-Jan-2013	Review (1) and revise FNMA proposed servicing transfer agreement (.3); correspond with K. Kohler regarding same (.2).	Goren, Todd M.	0.60	477.00
19-Jan-2013	Email with C. Schares and M. Woehr regarding preparation of next draft of Servicing Transfer Agreement and status of litigation provisions of same (1); follow up emails with N. Rosenbaum regarding same (1); email with various parties, including T. Goren and D. Meyer, regarding comments on draft Fannie Mac Servicing Transfer Agreement (.5), commence preparation of comments on same (1.0); email with MoFo internal team and Centerview Partners regarding treatment of Celink subservicing agreement (.7); review Celink subservicing agreement (1) and Berkshire APA regarding same (1); review issues regarding Assumption Assignment and Recognition Agreement (.6).	Kohler, Kenneth E.	3.20	2,560.00
20-Jan-2013	Review FGIC draft reply to cure objection.	Barrage, Alexandra S.	1.00	720.00
20-Jan-2013	Review revisions to Section 3.14 of the Servicing Transfer Agreement regarding treatment of litigation (3); call with K. Kohler, N. Rosenbaum, E. Richards regarding same (.8).	Evans, Nilene R.	1.10	874.50
20-Jan-2013	Review updated FNMA stip (.3); correspond with D. Neier (Winston Strawn) (1) and E. Daniels (Kramer) (.2) regarding same; correspond with K. Kohler regarding FNMA and Freddie transfer agreements (3).	Goren, Todd M.	0.90	715.50

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Date	Services	Timekeeper	Hours	Value
20-Jan-2013	Finalize (.4) and transmit email to ResCap, MoFo and Centerview Partners team working on Berkshire closing regarding Celink issues (.2); send follow up emails with M. Rosen, R. Kielty (Centerview) and others regarding same (.2); extensive emails with M. Rosen regarding Berkshire closing issues and procedures (.6); review Berkshire APA regarding same (1.0); review (.1) and comment on revised draft of Servicing Transfer Agreement Section 3.14 (regarding litigation matters) prepared by N. Rosenbaum and E. Richards (.5); prepare (.2) and transmit comments on same to N. Rosenbaum and E. Richards (.1); participate in call with N. Rosenbaum, E. Richards and N. Evans regarding same (.8); review (.1) and prepare comments on Freddie Mac and Fannie Mae Servicing Transfer Agreements (2.0); emails with T. Goren regarding same (.4); review L. Reichel (ResCap) comments on draft Amendment No. 2 to Ocwen APA (.2); commence preparation of response regarding same as to treatment of Ginnie Mae representations and warranties and documentation to be delivered to evidence FHA insurance (1.3); email with various parties regarding closing schedule (.3).	Kohler, Kenneth E.	8.40	6,720.00 KK
20-Jan-2013	Review (.3) and revise section 3.14 of Ocwen servicing transfer agreement (2.4); call with N. Rosenbaum, N. Evans and K. Kohler regarding same (.6); further revise (.1) and circulate in advance of call with company (.1).	Richards, Erica J.	3.50	2,310.00
20-Jan-2013	Review (.1) and revise form of Servicing Transfer Agreement (3.7); call with E. Richards, K. Kohler, and N. Evans regarding review of section 3.14 of TSA (.5).	Rosenbaum, Norman S.	4.30	3,655.00
21-Jan-2013	Prepare (.4) and participate in all hands Ocwen closing call (1.5); follow up call with N. Evans and J. DeMarco (Clifford Chance) regarding Ocwen sale amendment timing (.5); draft email to J. DeMarco and N. Evans regarding same (.5).	Barrage, Alexandra S.	2.50	1,800.00 Call
21-Jan-2013	Call with S. Krouner and other lawyers from Kramer Levin and T. Goren regarding status of Ocwen/Walter closing (.5); participate in lawyers closing checklist call with Mayer Brown, Brown Rudnick, Kramer Levin, T. Hamzehpour and M. Fahy Woehr (ResCap), A. Barrage, T. Goren and other lawyers from MoFo (1.5); call regarding Section 3.14 of the Servicing Transfer Agreement regarding handling of litigation with W. Thompson, J. Evans, N. Campbell, M. Fahy Woehr, T. Hamzehpour, L. Delehey, J. Scoliard (ResCap), N. Rosenbaum, K. Kohler and E. Richards (1.5); call with A. Barrage and J. DeMarco (Clifford Chance) regarding which Ocwen Amendments and Walter Assignment needs further court approval (.5); revise Indemnity Escrow Agreement (.3); email same to JPMorgan (escrow agent) (.1); emails to Mayer Brown regarding contract consent issues (.4).	Evans, Nilene R.	4.80	3,816.00 Call

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Date	Services	Timekeeper	Hours	Value
17-Jan-2013	Review strategy to outstanding cure claims and questions from UCC (.5); review Ambac stipulation regarding cure objection (.5); respond to potential bidder regarding FHA sale (.3); meet with M. Rothchild regarding cure claims (.3).	Marines, Jennifer L.	1.60	1,104.00
17-Jan-2013	Call with T. Goren and J. DeMarco (counsel to Ocwen) regarding status of objections on FGIC and Ambac deals (.6); review emails with S. Zide of KL regarding status of cure claim objections (.2); emails with M. Fahy Woehr regarding Vision contract issues and response to correspondence on automatic stay (.1); review analysis furnished by Ambac regarding insured deals with triggers (.3); emails with D. Beck regarding review of Ambac analysis on triggers (.4); review form of Ambac proposed order regarding objection and comment on same (.4); email to J. Ruckdaschel regarding review of Ambac deals with servicing triggers (.2); review email with A. Barrage and client regarding proposed rejection of SLAP program and related communication (.2); review (.1) and respond to emails with M. Beck regarding Ambac inquiries on subservicing and SLS transfers (.2).	Rosenbanm, Norman S.	2.70	2,295.00
17-Jan-2013	Continue to review prior correspondence (.5) and other documents regarding Ambac termination notices for servicing agreements, including termination notice letters, and other materials (2.4); review (.1) and comment on proposed stipulation from B. Guiney (PBWT) to resolve Ambac objection (1.8); email to N. Rosenbaum regarding same (.1); meet with J. Marines regarding cure claims (.3).	Rothchild, Meryl L.	4.70	2,702.50
17-Jan-2013	Review draft NDAs relating to sale.	Seligson, Peter	0.50	265.00
17-Jan-2013	Call with ResCap, Ocwen and Walter to discuss the outstanding items relating to sale closing (1.1); call with Y. Huang to discuss outstanding IP/IT issues relating to the Ocwen/Walter APA (1.0); prepare revised drafts of the Estate/Ocwen Transition Services Agreement (1.8) and Estate/Walter Transition Services Agreement (1.7); call with M. Woehr regarding the foregoing (.6); review and respond to email messages regarding the foregoing (.9).	Weiss, Russell G.	7.10	5,857.50
17-Jan-2013	Revise disclosure schedules (2.3) and memoranda (1.7).	Welch, Edward M.	4.00	2,760.00
18-Jan-2013	Amend closing checklist for Berkshire APA.	Al Najjab, Muhannad R.	1.00	395.00
18-Jan-2013	Call with L. Sinyanan, J. DeMarco, and T. Goren regarding FGIC cure issues (.5); review emails regarding same (.3); review AAR for SBO servicers (.3) call with S. Coelho regarding post closing transfer and subservicing issues (.8); participate in cure objection meeting with internal team (.8).	Barrage, Alexandra S.	2.70	1,944.00

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Date	Services	Timekeeper	Hours	Value
17-Jan-2013	Prepare notice of bid deadline and sale hearing to sell FHA loans for filing (.3); prepare exhibit to same (.2); file same (.1); arrange service of same (.1).	Kline, John T.	0.70	217.00
17-Jan-2013	Review email from M. Rosen (ResCap) regarding proposed response to 21st Mortgage to demand that ResCap pull from the Berkshire sale several hundred mortgage loans (.5); participate in a call with M. Rosen, M. Schaeffer, M. Woehr and R. Kielty (Centerview) regarding proposed response to 21st Mortgage demand (.3); review (.1) and comment on several drafts of ResCap's response to 21st Mortgage (.3); extensive email to internal team regarding same (1.3); email with S. Krouner of Kramer Levin regarding status of Berkshire closing (.1); call with S. Krouner regarding same (.1); participate in a call with R. Ruckdaschel, B. Tyson, M. Woehr and others regarding comments on draft replacement Custodial Agreements with Wells Fargo and Ally Bank (.3); review draft Custodial Agreements (.3); prepare for (.2) and participate in all-hands call regarding operational requirements for Ocwen and Walter closings (1.0); follow-up email to internal team regarding same (.3); email with D. Meyer, T. Witten and others regarding comments on Berkshire Assignment, Assumption and Recognition Agreements (AARs) (.3); coordinate with M. Beck on revisions to same (.4); prepare (.2) and transmit email to Munger Tolles team explaining and requesting comments on form AARs (.1); follow-up email with M. Beck regarding preparation of final AARs for circulation to SBO Servicers (.8); email with L. Reichel and others regarding Ginnie Mae consent letter (.2); email with various parties regarding structure of PIIT program with Ocwen for Ginnie Mae securitizations and servicing sales (.6); participate in call with T. Tyson, L. Reichel, T. Goren, N. Evans and W. Tyson regarding same (1.0); extensively revise draft Amendment No. 2 to Ocwen APA to reflect revised structure (1.4); finalize (1.6) and transmit revised draft of same to ResCap internal team (.2); email with M. Crespo, M. Beck and N. Evans regarding filing of Ally factoring agreement on APA schedules (.3); prepare (.1) and transmit email to N. Rosenbaum and M. Woehr regarding litigation transfer provisions of the draft Ocwen Servicing Transfer Agreement and Section 9.2(b) of the Ocwen APA (.1).	Kohler, Kenneth E.	12.10	9,680.00 <i>KIC</i>
17-Jan-2013	Review (.1) and edit materials from client for FHFA-GSE presentations (.7); call with Committee regarding same (.4); participate in client meeting regarding sale closing status, transitional issues and GSE discussions (.7).	Lee, Gary S.	1.90	1,947.50

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Time Detail

Date	Services	Timekeeper	Hours	Value
Asset Analysis and Recovery				
09-Jan-2013	Cite checked Debtors Objection to Joint Motion of Basic Life Resources and Pamela Z. Hill for Findings of Fact, Conclusions at Law Judgment and Order (.2); filed and set up service of same (.3); review case docket and circulated updates regarding filing of motion (.2); discussion with S. Martin regarding filing of claims (.1).	Suffern, Anne C.	0.80	248.00
12-Jan-2013	Call with J. DeMarco (Clifford Chance) regarding CFHA and Ambac pending sale objections and CFHA motion for relief.	Rosenbaum, Norman S.	0.40	340.00
18-Jan-2013	Review of Share Sale and Purchase Agreement (1.3) and Master Warranty and Indemnity Deed (.9).	Fening, Afia	2.20	1,276.00
18-Jan-2013	Review documents relating to potential cap regarding insurance claims (1.9) and discuss same with D. Marquardt (GMAC ResCap) (.4).	Jennings-Mares, Jeremy	2.30	2,852.00
22-Jan-2013	Correspond with T. Farley (ResCap) regarding CapRe issues.	Goren, Todd M.	0.20	159.00
24-Jan-2013	Review documents for potential claims under the cap regarding UK share acquisition agreement (1.7); discuss same with A. Fening (.1).	Jennings-Mares, Jeremy	1.80	2,232.00
Total: 001	Asset Analysis and Recovery		7.70	7,107.00

Asset Disposition/Sales

01-Jan-2013	Correspondence with UCC and Ally regarding FHA sale procedure issues (.6); review updated drafts of FHA sale documents (.8).	Goren, Todd M.	1.40	1,113.00
01-Jan-2013	Review (.1) and respond to email from Evercore regarding pricing schedule for Ocwen Servicing Agreement and Subservicing Agreement (.1), review (.1) and forward relevant documents to Evercore (.1); review updated FHA loan sale documents received from M. Crespo (.2); review email from client regarding comments on FHA loan sale documentation (.2).	Kohler, Kenneth E.	0.80	640.00
01-Jan-2013	Revise debtors' omnibus reply to outstanding cure claims per comments from T. Goren, J. Marines, and M. Beck.	Rothchild, Meryl L.	3.40	1,955.00

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Date	Services	Timekeeper	Hours	Value
23-Jan-2013	Prepare documents and presentation materials for January 24 board meeting (1.5); calls (.3) and emails with T. Hamzehpour and J. Shank (ResCap) regarding same (.2); emails with K. Chopra, R. Kielty, T. Goren and K. Kohler regarding same (.4).	Evans, Nilene R.	2.40	1,908.00
23-Jan-2013	Review BoD meeting materials in preparation for meeting (.5) and correspond with J. Shank (ResCap) and N. Evans regarding same (.3); call with J. Whitlinger regarding open issues to discuss at BoD meeting (.2).	Goren, Todd M.	1.00	795.00
23-Jan-2013	Review (.1) and respond to emails regarding ResCap (.1).	Lee, Gary S.	0.20	205.00
23-Jan-2013	Electronically file Notice of Presentment for Digital Lewisville stip (.2) and arrange for service of same (.1).	Suffern, Anne C.	0.30	93.00
23-Jan-2013	Review (.1) and comment on several drafts of MoFo board presentation (.3); prepare for board meeting, including participation in presentation on the status of the Fed and OCC requests (.8); prepare and circulate to directors a suggested governance structure for post-Ocwen sale (1.6); complete reference checks on two prospective CRO candidates (1.1).	Tanenbaum, James R.	3.90	3,997.50
23-Jan-2013	Call with L. Delehey (ResCap) on privacy noticing (.1); review (.1) and provide comments on Debtors' FRBP 2015.3 notification (.1); revise (.2) proposed form of amended OCP order and presentment notice (.1); review updated human capital plan (.1); review finalized OCP affidavit (.1) and coordinate filing (.1).	Wishnew, Jordan A.	0.90	648.00
24-Jan-2013	Participate in Special Meeting Board call to discuss post-sale impact on Company.	Barrage, Alexandra S.	1.00	720.00
24-Jan-2013	Call with R. Weiss regarding shared services issues.	Engelhardt, Stefan W.	0.20	175.00
24-Jan-2013	Attend Board Meeting to discuss post-sale closing impact on Company.	Evans, Nilene R.	1.40	1,113.00
24-Jan-2013	Discuss with J. Jennings-Mares documents relating to potential claims under the UK share acquisition agreement (.1); conduct further review of sale file with respect to notices and time limits (1.0); conduct further review of sale file with respect to defective loans and net cash schedule (1.0); conduct research regarding contribution by an indemnifier (1.2); provide update of same in client email (1.8).	Fening, Afia	5.10	2,958.00
24-Jan-2013	Review presentation materials in preparation for BoD meeting (.8) and participate on internal call with BoD (1.4) to discuss governance issues; meeting with team regarding company governance issues (1.3); correspond with T. Marano (ResCap) regarding creditor request to trade (.2).	Goren, Todd M.	3.70	2,941.50

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Date	Services	Timekeeper	Hours	Value
21-Jan-2013	Call with T. Marano to discuss terms of AFI settlement (.4); call with J. Whitlinger regarding return of funds to Company from GNMA (.2); call with J. Mack regarding CRO and replacement directors (.3); conduct reference check on L. Kruger as prospective CRO candidate (.3); call with J. Ilany on governance issues post-Ocwen and Berkshire sales (.4).	Tanenbaum, James R.	1.60	1,640.00
22-Jan-2013	Emails with Board regarding approval process for FNMA settlement and stipulation, Ocwen APA amendments, Walter assignment (.2); review and emails with N. Rosenbaum regarding same (.2).	Evans, Nilene R.	0.40	318.00
22-Jan-2013	Participate on call with company regarding case status (.3); correspond with T. Hamzehpour regarding factoring agreement consent (.3); correspond with Shank and N. Evans regarding BoD meeting issues (.4); correspond with M. Woehr regarding origination agreement (.2); review emails with N. Rosenbaum regarding amendments to APA regarding subserviced deals (.2).	Goren, Todd M.	1.40	1,113.00
22-Jan-2013	Review post sale wind down plan for company.	Lee, Gary S.	1.90	1,947.50
22-Jan-2013	Discuss with J. Newton motion relating to performance of Foreclosure Review obligations.	Moss, Naomi	0.30	172.50
22-Jan-2013	Follow-up with Client regarding compliance issues related to 2010 New Jersey foreclosure inquiry (.2); begin research regarding motion related to performance of Foreclosure Review obligations (.5); discuss same with N. Moss (.3).	Newton, James A.	1.00	530.00
22-Jan-2013	Call with T. Marano regarding role in company post-Ocwen sale (.4); call with T. Hamzehpour regarding same (.3); call with J. Mack regarding same (.4); call with J. Whitlinger regarding same (.5); call with T. Marano on Company staffing and board/CRO oversight (.4).	Tanenbaum, James R.	2.00	2,050.00
22-Jan-2013	Prepare for (.1) and call with counsel for the Unsecured Creditors Committee to discuss the Estate/Ocwen Transition Services Agreement and Estate/Walter Transition Services Agreement (1.4); review (.1) and respond to emails regarding the outstanding closing items and the transition services agreement (.5).	Weiss, Russell G.	2.10	1,732.50
22-Jan-2013	Call with client regarding managing zero-balance HELOC loans (.5); review winddown materials and discuss same with FTI (.8).	Wishnew, Jordan A.	1.30	936.00
23-Jan-2013	Analyze shared services agreement for application to particular services.	Engelhardt, Stefan W.	1.80	1,575.00

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Date	Services	Timekeeper	Hours	Value
18-Jan-2013	Review recently filed orders (.1) and pleadings on docket (.2); revise case calendar (.2); correspond with N. Evans regarding sale process (.1); prepare email to ResCap management regarding case status, upcoming meetings and hearings (.9).	Martin, Samantha	1.50	990.00
18-Jan-2013	Revise memorandum regarding case strategy and next steps (.6); review S. Martin's summary of the case update (.2).	Moss, Naomi	0.80	460.00
18-Jan-2013	Compile footnotes for review by J. Wishnew.	Suffern, Anne C.	0.60	186.00
21-Jan-2013	Review case management procedures regarding timing of notice of motion (.1); email A. Barrage regarding same (.1).	Rothchild, Meryl L.	0.20	115.00
22-Jan-2013	Participate in internal weekly call to discuss Examiner, mediation, and sale related updates.	Barrage, Alexandra S.	0.50	360.00
22-Jan-2013	Attend weekly update MoFo meeting to discuss upcoming hearings, status of cure negotiations and sale-related items, and other open items.	Beck, Melissa D.	0.70	490.00
22-Jan-2013	Meet with clerk in Judge Glenn's chambers (.1); deliver courtesy copies (.1).	Chow, York	0.20	35.00
22-Jan-2013	Participate on weekly internal case status call to discuss updates on examiner investigation, sale closing, and other matters.	Crespo, Melissa M.	0.50	227.50
22-Jan-2013	Participation in weekly internal team meeting to discuss status of examiner investigation, sale closing, and other updates.	Engelhardt, Stefan W.	0.90	787.50
22-Jan-2013	Attend weekly internal status meeting to discuss updates on examiner investigation, sale closing, and other updates.	Evans, Nilene R.	1.00	795.00
22-Jan-2013	Update case calendar (.5) and hearing status and assignment chart (.2); provide calendar updates to team (.5); circulate notice of ECF filings to attorneys (.1).	Guido, Lanra	1.30	383.50
22-Jan-2013	Participate in MoFo working group meeting to discuss examiner investigation, status of sale closing, and other updates.	Moss, Naomi	0.60	345.00
22-Jan-2013	Discuss with A. Princi next steps on Duff & Phelps fee issues.	Newton, James A.	0.10	53.00
22-Jan-2013	Attend and participate in weekly meeting to coordinate work streams (.6); discussion with J. Newton regarding status of Duff's invoice (.1).	Princi, Anthony	0.70	717.50
22-Jan-2013	Attend weekly team meeting to discuss examiner investigation, status of sale closing, and other updates.	Rains, Darryl P.	0.50	512.50
22-Jan-2013	Attend weekly internal status call.	Richards, Erica J.	0.50	330.00
22-Jan-2013	Attend weekly team meeting to discuss examiner investigation, status of sale closing, and other updates.	Rosenbaum, Norman S.	0.90	765.00

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Date	Services	Timekeeper	Hours	Value
16-Jan-2013	Meet with M. Crespo regarding documents in preparation for hearing (.5); submit courtesy copies to Judge Glenn's chambers (.1); deliver documents for hearing in courtroom 501 (.1).	Mahmoud, Karim	0.70	136.50
16-Jan-2013	Discussion with A. Princi regarding his discussion with A. Pfeiffer (Duff & Phelps) regarding Duff & Phelps fees and expenses.	Newton, James A.	0.10	53.00
16-Jan-2013	Email exchange with a. Pfeiffer of Duff & Phelps and J. Newton regarding issues with expenses billed by Duff & Phelps (2); discussion with J. Newton regarding same (.1).	Princi, Anthony	0.30	307.50
16-Jan-2013	Draft (1.0), edit (.8), electronically file (.3) and arrange for service of Notice of Presentment of Stipulation Resolving Objections to the Debtors' Sale Motion (.1).	Suffern, Anne C.	2.20	682.00
16-Jan-2013	Draft Motion to File on Shortened Notice.	Suffern, Anne C.	0.90	279.00
17-Jan-2013	Circulate notice of ECF filings to attorneys (.1); update case calendar (.8) and hearing status and assignment chart (.6).	Guido, Laura	1.50	442.50
17-Jan-2013	Compile certificates of good standing for pro hac vice applications.	Marshak, Emma S.	0.10	20.50
17-Jan-2013	Review transcript from 1/16 hearing.	Martin, Samantha	0.40	264.00
17-Jan-2013	Discuss Duff & Phelps fee issues and requests for additional information with A. Princi (.4); prepare email to A. Pfeiffer (Duff & Phelps) regarding same (.3).	Newton, James A.	0.70	371.00
17-Jan-2013	Discussion with J. Newton regarding Duff & Phelps fee issues and request for additional information.	Princi, Anthony	0.40	410.00
17-Jan-2013	Review proposed OCP thresholds with FTI (.4) and advise L. Marinuzzi of same (.2); provide UST with proposed modified fee levels (.1).	Wishnew, Jordan A.	0.70	504.00
18-Jan-2013	Review (.1) and format pro hac vice motion conformity with court rules and procedures (.3) and electronically file same in Southern District of New York (.1); review (.1) and format brief to conform with court rules and procedures (.3) and electronically file same in Southern District of New York (.1).	Coppola, Laura M.	1.00	240.00
18-Jan-2013	Circulate notice of ECF filings to attorneys (.1); update case calendar (.3) and hearing status and assignment chart (.1).	Guido, Laura	0.50	147.50
18-Jan-2013	Participate in Board meeting to discuss case status.	Ireland, Oliver I.	1.00	920.00
18-Jan-2013	Review of pro hac vice requirements.	Marshak, Emma S.	0.50	102.50

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Date	Services	Timekeeper	Hours	Value
16-Jan-2013	Call with P. Giamporcaro to discuss additional agreements for assumption and assignment (.3); revise lists of agreements per further diligence (.8); prepare draft motion to assume and assign additional agreements (1.4) and prepare order relating to same (.5); prepare declarations in support of motion to assume and assign additional agreements (2.3); call with E. Ferguson (ResCap) regarding additional agreements and declaration (.4); call with C. Schares and M. Detwiler regarding additional agreements and declaration (.2); meet with N. Rosenbaum regarding status of assumption/assignment motion on additional contracts to Oewen (.1).	Crespo, Melissa M.	6.00	2,730.00
16-Jan-2013	Meet with N. Evans regarding Lewisville lease issues (.1); call with I. Gold (Lewisville) regarding stipulation issues (.1).	Engelhardt, Stefan W.	0.20	175.00
16-Jan-2013	Meet with S. Engelhardt regarding Lewisville lease issues.	Evans, Nilene R.	0.10	79.50
16-Jan-2013	Analyze issues under the Truth-in-Lending Act (.3) and Regulation Z (.4) regarding the permissibility of a proposed termination of certain \$0 balance HELOC accounts.	Gabai, Joseph	0.70	626.50
16-Jan-2013	Call with S. Martin regarding motion to assume lease.	Goren, Todd M.	0.10	79.50
16-Jan-2013	Review motion to assume DeVry Inc. lease (.2); revise same (.2); prepare exhibits to same (.4); file motion (.1); arrange service of same (.1).	Kline, John T.	1.00	310.00
16-Jan-2013	Review revised rejection damages estimate (.2); correspond with J. Shifer and S. Zide (Kramer) regarding same (.2); revise motion to assume DeVry lease (1.4); correspond with DeVry regarding same (.1); correspond with P. Lerch and E. Ferguson (ResCap) regarding same (.5); call with P. Lerch regarding lease amendment (.1); correspond with L. Marinuzzi regarding motion to assume lease (.2); call with T. Goren regarding same (.1); prepare same for filing (.4).	Martin, Samantha	3.20	2,112.00
16-Jan-2013	Research regarding section 365 issues.	Molison, Stacy L.	2.10	1,312.50
17-Jan-2013	Follow up emails to J. Madsen regarding loss mitigation program issues (.3); review emails with N. Rosenbaum regarding proposed rejection of SLAP program (.2).	Barrage, Alexandra S.	0.50	360.00
17-Jan-2013	Review Digital Lewisville cure issues with S. Martin.	Eugelhardt, Stefan W.	0.20	175.00
17-Jan-2013	Call with N. Rosenbaum regarding status of objections of FGIC (.3) and Ambac deals (.3).	Goren, Todd M.	0.60	477.00
17-Jan-2013	Prepare unredacted copies of 1/14 lease assumption motion and exhibits for delivery to Chambers.	Guido, Laura	0.60	177.00
17-Jan-2013	Review motion to assume additional real estate lease.	Marinuzzi, Lorenzo	0.50	472.50

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Date	Services	Timekeeper	Hours	Value
23-Jan-2013	Discuss Barclays DIP amendment with H. Anderson (.1); review exhibits to Barclays DIP (.4); discuss amendment with J. Ruhlin (.2); review Senior Management definitions and covenants in Barclays DIP (.4); review FTI presentation on sales process (.3); review Barclays DIP regarding repayment with sales proceeds (.6).	Peck, Geoffrey R.	2.00	1,500.00
24-Jan-2013	Call with M. Tiarks (Skadden) regarding DIP amendment issues (.2); correspond with G. Peck regarding same (.1).	Goren, Todd M.	0.30	238.50
24-Jan-2013	Draft closing certificates (.4); review revolver termination certificate (.2); review credit agreement regarding termination of revolver (.2); discuss closing certificates with L. Yuan (.2); discuss revolving loan termination with J. Pierce (.1).	Peck, Geoffrey R.	1.10	825.00
24-Jan-2013	Coordinate with company regarding signatures to documents in connection with revolving loan termination (1.0); discuss same with G. Peck (.1).	Pierce, Joshua C.	1.10	632.50
24-Jan-2013	Discuss closing certificates with G. Peck.	Yuan, Laurence Min	0.20	91.00
25-Jan-2013	Correspond with company and FTI regarding DIP amendment issues (.6); review updated drafts of documents/schedules (.4) and exhibits regarding same (.1); review post-closing expense allocation methodology (.6) and correspond with FTI regarding same (.2).	Goren, Todd M.	1.90	1,510.50
25-Jan-2013	Review Barclays DIP regarding prepayment and cancellation of revolver (.8); discuss cancellation of revolver with J. Ruhlin (.2); revise prepayment notices (.5); discuss timing of payments and notices with L. Yuan (.2).	Peck, Geoffrey R.	1.70	1,275.00
25-Jan-2013	Discussion with G. Peck regarding timing of payments and notices.	Yuan, Laurence Min	0.20	91.00
27-Jan-2013	Correspond with FTI and Centerview regarding further cash collateral usage (.3); review intercreditor agreement regarding same (.4).	Goren, Todd M.	0.70	556.50
27-Jan-2013	Review intercreditor agreement with respect to cash collateral issues (.6); correspond with T. Goren regarding same (.1).	Martin, Samantha	0.70	462.00
28-Jan-2013	Call with UCC, JSB and AFI advisors regarding post-closing expense allocation (.8); review potential cash collateral motion draft with S. Martin (.4); review status of closing of DIP amendment (.5); discussion with G. Peck regarding sale process (.1).	Goren, Todd M.	1.80	1,431.00

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Date	Services	Timekeeper	Hours	Value
08-Jan-2013	Prepare for (.1) and participate in call with SEC staff regarding request for information and D. Bricker testimony (.3); draft (.2), review (.1), and revise email to client and MoFo team regarding same (.1); analyze information regarding securitizations (.3); prepare for (.2) and participate in call with J. Ruckdaschel (ResCap) regarding securitizations (.2); prepare for (.2) and participate in call with Willkie Farr regarding R. Flees and J. Young testimony preparation issues (1.0); meet with R. Fons regarding status of SEC matters (.1).	Hoffman, Brian N.	2.80	1,890.00
08-Jan-2013	Review Fed order (.4), Ally financials (1.3), Fed proposal (.6); meeting with J. Tanenbaum, Fed and Wilmer Hale regarding same (.1); discussion with L. Marinuzzi regarding communications to Fed on bankruptcy process and notification of Court (.4).	Ireland, Oliver I.	2.80	2,576.00
08-Jan-2013	Emails with client regarding discussions with Committee and FRB regarding foreclosure settlement (1.3); meet with client regarding negotiations of same (1.6).	Lee, Gary S.	2.90	2,972.50
08-Jan-2013	Review latest press releases (.3) and documentation on possible settlement with Fed (.4); review process for sharing updates with Committee (.4); discussions with O. Ireland regarding communications to Fed on bankruptcy process and notification of Court of same (.4); discussion with N. Moss regarding PWC and related law firm second interim orders (.7).	Marinuzzi, Lorenzo	2.20	2,079.00
08-Jan-2013	Revise PWC and related law firm second interim orders (.7); discuss the same with L. Marinuzzi (.2); Review correspondence from D. Mannal regarding the same (.1).	Moss, Naomi	1.00	575.00
08-Jan-2013	Research regarding issues relating to Foreclosure Review process issues (2.9); continue drafting memorandum to G. Lee and L. Marinuzzi regarding same (2.6).	Newton, James A.	5.50	2,915.00
08-Jan-2013	Review multiple emails regarding SEC and testimony status.	Prosser, Sean T.	0.30	270.00
08-Jan-2013	Revise Jones outline for SEC interview (.5) and review relevant documents for prep (.8); review prospectus supplement for disclosures of interest (.8).	Rowe, Tiffany A.	2.10	1,008.00
08-Jan-2013	Review emails from B. Hoffman, J. Blashko regarding securitizations post 2007 (.3) and correspond with B. Hoffman regarding same (.2) in anticipation of SEC interview.	Serfoss, Nicole K.	0.50	327.50
08-Jan-2013	Calls with ResCap executives (Marano (1.1), Abreu (.8), Hamzebpour (.5)) concerning the handling of the Fed settlement proposal; emails with Wilmer Hale relating to furnishing the term sheet, confidentiality and substantive matters (1.1).	Tanenbaum, James R.	3.50	3,587.50
09-Jan-2013	Prepare brief summary of exhibits shown to D. Bricker during deposition by SEC.	Day, Peter H.	0.50	240.00

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Date	Services	Timekeeper	Hours	Value
14-Jan-2013	Prepare for (.2) and attend weekly meeting to discuss claims administration, status of sale closing, and other updates (.8); call with B. Hoffman regarding status of witnesses subpoenaed by the SEC (.1).	Fons, Randall J.	1.10	990.00
14-Jan-2013	Analyze email regarding SEC subpoena in case involving Freddie and Fannie (.2); call with R. Fons regarding status of witness subpoenaed by the SEC (.1).	Hoffman, Brian N.	0.30	202.50
14-Jan-2013	Call with J. Newton and J. Tanenbaum regarding Fed Consent Order (.4); prepare summary of Fed powers (1.9).	Ireland, Oliver I.	2.30	2,116.00
14-Jan-2013	Review analysis of consent order obligations and impact of bank settlement on claim priority.	Lee, Gary S.	2.80	2,870.00
14-Jan-2013	Review final versions of interim PWC and related orders for delivery to Court (.5); review with Company status of PWC work (.6); review with Company next steps on possible settlement and compliance with consent order (.9).	Marinuzzi, Lorenzo	2.00	1,890.00
14-Jan-2013	Prepare summary of research regarding performance of Foreclosure Review obligations (.3); follow-up call with O. Ireland regarding same (.4).	Newton, James A.	0.70	371.00
14-Jan-2013	Revise J. Jones SEC interview prep outline (3.0); organize cited materials for reference during interview (2.6).	Rowe, Tiffany A.	5.60	2,688.00
14-Jan-2013	Participate on call with W. Perlstein and Wilmer Hale regarding OCC/Fed settlement.	Tanenbaum, James R.	0.40	410.00
15-Jan-2013	Call with ResCap regarding recent SEC request for information.	Fons, Randall J.	0.40	360.00
15-Jan-2013	Prepare for (.1) and participate in call with client personnel regarding third party subpoena in SEC v. Mudd (.3); exchange email with government officials regarding witness for US v. Brooks matter (.5); draft (.1), review (.1), and revise correspondence to SEC regarding SEC v. Mudd case (.1).	Hoffman, Brian N.	1.20	810.00
15-Jan-2013	Emails with Creditors Committee regarding Fed Consent Order.	Ireland, Oliver I.	0.30	276.00
15-Jan-2013	Continue to review (.5) and analyze impact of FRB settlement (.9).	Lee, Gary S.	1.40	1,435.00
15-Jan-2013	Review J. Young documents gathered for counsel (3.1) and identify key issues and language to address in preparation for SEC interview (1.1); revise document listing (.3); prepare summary of documents for B. Hoffman (1.5).	Rowe, Tiffany A.	6.00	2,880.00
16-Jan-2013	Meet with B. Hoffman regarding website issue.	Fons, Randall J.	0.10	90.00

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Date	Services	Timekeeper	Hours	Value
07-Feb-2013	Research regarding Board of Directors for certain Debtor entities (1.3); emails with the Library and internally regarding same (.3).	Rothchild, Meryl L.	1.60	920.00
07-Feb-2013	Coordinate meeting with UCC on estate planning (.2); call with C. Schepper (KCC) on case status and plan progress (.1).	Wishnew, Jordan A.	0.30	216.00
08-Feb-2013	Circulate notice of ECF filings to attorneys (.1); update hearing status and assignment chart (.3) and case calendar (.3); update tracking chart of professionals' invoices (.3).	Guido, Laura	1.00	295.00
08-Feb-2013	Obtain examiner's filing for G. Lee.	Kline, John T.	0.10	31.00
08-Feb-2013	Review transcript from February 7 hearing (.4); review recently filed orders and pleadings on docket (.2); revise case calendar (.2); correspond with N. Evans and R. Kilty (Centerview) regarding sale process (.2); prepare email to ResCap management regarding case status, upcoming meetings and hearings (.9).	Martin, Samantha	1.90	1,254.00
09-Feb-2013	Review Dechert December invoice.	Newton, James A.	0.60	318.00
11-Feb-2013	Participate in weekly MoFo group call to discuss status of Ocwen sale closing, examiner interviews, and other updates.	Barrage, Alexandra S.	1.00	720.00
11-Feb-2013	Participate on weekly update call regarding status of Ocwen sale closing, case updates and upcoming hearings (.8); review ResCap inquiry log of open issues (.4); coordinate KCC response to same (.2); follow up on inquiries requiring attorney response (.8); calls to PNC and Citi regarding correspondence on loans (.7).	Crespo, Melissa M.	2.90	1,319.50
11-Feb-2013	Participate in team meeting to discuss status of Ocwen sale closing, upcoming hearings, and other case updates (.9); review notable docket entries (.3).	Engelhardt, Stefan W.	1.20	1,050.00
11-Feb-2013	Attend weekly internal status meeting to discuss Ocwen sale closing and other case updates.	Evans, Nilene R.	1.00	795.00
11-Feb-2013	Circulate notice of ECF filings to attorneys (.1); update case calendar (.3) and hearing status and assignment chart (.2); provide calendar updates to team (.4); call with Chambers regarding scheduling of claims procedures motion (.1).	Guido, Laura	1.10	324.50
11-Feb-2013	Participate on weekly call with MoFo team regarding update on Ocwen sale closing and case status.	Martin, Samantha	0.90	594.00
11-Feb-2013	Call with Chambers regarding reply page limits (.1); participate in ResCap case status and strategy meeting to discuss Ocwen sale closing and other updates (1.0).	Moss, Naomi	1.10	632.50
11-Feb-2013	Email exchange with client regarding issues with Duff & Phelps fees.	Princi, Anthony	0.30	307.50

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Date	Services	Timekeeper	Hours	Value
11-Feb-2013	Participate in weekly internal meeting to discuss Ocwen sale closing status, case updates, and to coordinate work streams.	Princi, Anthony	0.70	717.50
11-Feb-2013	Participate in MoFo meeting with regarding case developments and Ocwen sale closing (1.0); review calendar of pending response and objection deadlines (.3); review email from J. Krell (SilvermanAcampora) regarding follow up on borrower inquiry (.3).	Rosenbaum, Norman S.	1.60	1,360.00
11-Feb-2013	Attend MoFo team weekly status call to discuss Ocwen sale closing and other status updates in cases.	Rothchild, Meryl L.	0.80	460.00
11-Feb-2013	Provide copies of requested materials from Collier on Bankruptcy to J. Newton.	Shackleton, Mary E.	0.20	43.00
11-Feb-2013	Participate in weekly MoFo team meeting on status of CRO, plan exclusivity and other case updates.	Wishnew, Jordan A.	0.50	360.00
12-Feb-2013	Review notable docket entries (.1); meet with G. Lee regarding status update on adversary proceeding and lift stay matters (.2).	Engelhardt, Stefan W.	0.30	262.50
12-Feb-2013	Circulate notice of ECF filings to attorneys (.1); update professionals' invoices tracking chart (.3) and internal database of same (.5).	Guido, Laura	0.90	265.50
12-Feb-2013	Review ResCap docket (.1); review email from Y. Chow regarding MBIA v. Ally docket (.1).	Lawrence, J. Alexander	0.20	170.00
12-Feb-2013	Meet with S. Engelhardt regarding status update on adversary proceeding and lift stay matters.	Lee, Gary S.	0.20	205.00
12-Feb-2013	Review spreadsheet from J. Mongelluzzo (Client) regarding Duff & Phelps fees (.1); and call with J. Mongelluzzo regarding same (.2); discussion with A. Princi regarding open Duff & Phelps fee issues and plan for resolving same (.4); update Trustee fee tracking matrix with recently received invoices (.2).	Newton, James A.	0.90	477.00 ✓
12-Feb-2013	Conference with J. Newton regarding issues with Duff & Phelps fees.	Princi, Anthony	0.40	410.00 ✓
12-Feb-2013	Call with A. Princi, and M. Kotwick (Seward & Kissel) to discuss Duff & Phelps additional loan file requests.	Ziegler, David A.	0.30	159.00
13-Feb-2013	Meet with clerk in Judge Glenn's chambers to deliver CD and letter.	Chow, York	0.20	35.00
13-Feb-2013	Review notable docket entries.	Engelhardt, Stefan W.	0.20	175.00 ✓
13-Feb-2013	Circulate notice of ECF filings to attorneys (.1); update tracking schedule of professionals' invoices (.1); update internal database regarding same (.1).	Guido, Laura	0.30	88.50
13-Feb-2013	Follow up with J. Wishnew regarding production of monthly fee statements.	Marinuzzi, Lorenzo	0.40	378.00
13-Feb-2013	Correspond with ResCap regarding email from B. Fredickson (Solomon) regarding RAHI assets.	Martin, Samautha	0.20	132.00

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17-Feb-2013	Review U.S. Bank November invoice.	Newton, James A.	0.30	159.00
18-Feb-2013	Discussion with R. Nielsen (ResCap) regarding pending Trustee counsel invoices (.2); revise tracking matrix regarding payment of Trustees' counsel (.4).	Newton, James A.	0.60	318.00
19-Feb-2013	Review ResCap inquiry log (.4); coordinate KCC response to same (.2); follow up on inquiries requiring attorney response (.8); calls to PNC and Citi regarding correspondence on loans (.7).	Crespo, Melissa M.	2.10	955.50
19-Feb-2013	Circulate notice of ECF filings to attorneys (.1); update case calendar (.4) and hearing status and assignment chart (.2); provide calendar updates to team (.1); update tracking chart of professionals' invoices (.3); meetings with N. Rosenbaum regarding 2/28 scheduling and adjournments (.3).	Guido, Laura	1.40	413.00
19-Feb-2013	Review MBIA v. Ally docket (.1); review Rescap docket (.1); review FGIC rehabilitation proceeding docket (.1); conversation with J. Haims regarding same (.1).	Lawrence, J. Alexander	0.40	340.00
19-Feb-2013	Research process for processing expert witness invoices (.5); email with A. Princi and E. Roberts regarding same (.2); call with E. Richards regarding same (.1); coordinate processing of same (.2).	Molison, Stacy L.	1.00	625.00
19-Feb-2013	Email exchanges with J. Levitt and client regarding issues with Duff & Phelps fees.	Princi, Anthony	0.40	410.00
19-Feb-2013	Call with L. Delehey (ResCap), K. Priore, and J. Specken (ResCap legal) and E. Richards regarding handling of post-petition litigation and settlements (.6); review memorandum on post-petition litigation (.3); review calendar of pending deadlines and events and omni calendar (.6); review docket entries (.4); review notice of trustee's sale regarding second lien property and forward to L. Delehey with cover email (.2); meetings with L. Guido regarding 2/28 scheduling and adjournments (.3).	Rosenbaum, Norman S.	2.40	2,040.00
20-Feb-2013	Update case calendar.	Guido, Laura	0.40	118.00
21-Feb-2013	Meet with clerk in Judge Glenn's chambers to deliver courtesy copies.	Chow, York	0.20	35.00
21-Feb-2013	Circulate notice of ECF filings to attorneys (.1); update case calendar (.4) and hearing status and assignment chart (.1); provide calendar updates to MoFo team (.1); update tracking chart of professionals' invoices (.2) and internal database regarding same (.2).	Guido, Laura	1.10	324.50
21-Feb-2013	Review MBIA v. Flagstar docket (.1); review Rescap docket (.1); review MBIA v. Country wide docket (.1); review FGIC rehabilitation docket (.1).	Lawrence, J. Alexander	0.40	340.00
21-Feb-2013	Call with chambers regarding availability of hearing dates.	Wishnew, Jordan A.	0.10	72.00

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Date	Services	Timekeeper	Hours	Value
13-Feb-2013	Compile spread sheet of debtor entities and subsidiaries per S. Martin's request.	Suffern, Anne C.	1.30	403.00
13-Feb-2013	Call with UST (.3) and follow up with L. Marinuzzi regarding production of monthly fee statements (.1); assist on providing requested documents to UST (.2).	Wishnew, Jordan A.	0.60	432.00
14-Feb-2013	Circulate notice of ECF filings to attorneys (.1); update tracking chart of invoices for debtors' professionals (.2); email with D. Rains regarding scheduling for Committee's motion to preclude evidence (.2).	Guido, Laura	0.50	147.50
14-Feb-2013	Review ResCap docket (.1); review FGIC rehabilitation proceeding order (.2); review MBIA v. J.P. Morgan docket (.1).	Lawrence, J. Alexander	0.40	340.00
14-Feb-2013	Draft memorandum for the client concerning overall case strategy and next steps for mediation and claims resolution.	Moss, Naomi	1.00	575.00
14-Feb-2013	Review memorandum from G. Lee regarding meeting with Kramer Levin on pending case issues and status of mediation.	Rosenbaum, Norman S.	0.10	85.00
15-Feb-2013	Update tracking charts of retained ordinary course professionals (.1) and retained professionals (.1); circulate notice of ECF filings to attorneys (.1); update case calendar (.3) and hearing status and assignment chart (.2); provide calendar updates to team (.4); update tracking chart of professionals' invoices (.1) and internal database with same (.2).	Guido, Laura	1.50	442.50
15-Feb-2013	Review docket in MBIA v. Flagstar case (.1); review Rescap docket (.1); review FGIC v. Countrywide docket (.1); review FGIC rehabilitation proceeding docket (.1).	Lawrence, J. Alexander	0.40	340.00
15-Feb-2013	Review recently filed orders and pleadings on docket (.4); revise case calendar (.2); prepare email to ResCap management regarding general case status, upcoming meetings and hearings (.9); correspond with T. Goren regarding same (.1).	Martin, Samantha	1.60	1,056.00
15-Feb-2013	Review Cornerstone invoice (.1); email with A. Princi and E. Roberts regarding same (.1).	Molison, Stacy L.	0.20	125.00
15-Feb-2013	Draft memorandum for client regarding general case and mediation strategy.	Moss, Naomi	0.70	402.50
15-Feb-2013	Review (.1) and circulate analysis of Duff & Phelps fees to J. Garrity (.1); follow-up with R. Nielsen (Client) regarding Trustees' counsel payments J. Busch (Client) regarding payment of Trustees' monthly invoices (.1).	Newton, James A.	0.30	159.00
15-Feb-2013	Review proposed write-off of Duff & Phelps fees (.3); email exchange with client and J. Newton regarding same (.3).	Princi, Anthony	0.60	615.00
16-Feb-2013	Assist A. Lewis with court appearance logistics.	Wishnew, Jordan A.	0.20	144.00

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Date	Services	Timekeeper	Hours	Value
27-Feb-2013	Email A. Princi regarding approval of K. Schipper invoice for expert witness services (.2); coordinate processing of same (.2).	Molison, Stacy L.	0.40	250.00
27-Feb-2013	Call with J. Mongelluzzo (client) regarding outstanding Duff & Phelps fee issues and next steps with Duff & Phelps to discuss.	Newton, James A.	0.40	212.00
27-Feb-2013	Email exchange with client regarding issues with Duff & Phelps invoices (.2); call with J. Whitlinger regarding same (.4).	Princi, Anthony	0.60	615.00
27-Feb-2013	Review multiple notices filed by Missouri Bankruptcy Court regarding Motion Authorizing Chapter 7 Trustee to File Tax Returns in light of potential ResCap preference (.2); emails with L. Delehey (ResCap) regarding Chapter 7 Trustee motions (.2); call with J. Reed, Chapter 7 Counsel, regarding filed motions and reservation of rights (.2).	Rosenbaum, Norman S.	0.60	510.00
28-Feb-2013	Deliver materials to Judge Glenn's courtroom for omnibus hearing (.1); meet with clerk in Judge Glenn's chambers to deliver courtesy copies (.2).	Chow, York	0.30	52.50
28-Feb-2013	Review notable docket entries.	Engelhardt, Stefan W.	0.20	175.00
28-Feb-2013	Update summary chart of professionals with excess of \$1MM monthly charges (1.1); circulate notice of ECF filings to attorneys (.1); update tracking chart of retained professionals (.3) and internal database of same (.2).	Guido, Laura	1.70	501.50
28-Feb-2013	Review MBIA v. Countrywide docket (.1); review Rescap docket (.1); review MBIA v. Credit Suisse docket (.1).	Lawrence, J. Alexander	0.30	255.00
28-Feb-2013	Updates pending matters chart.	Suffern, Anne C.	2.90	899.00
28-Feb-2013	Review updated Examiner's fee budget.	Wishnew, Jordan A.	0.10	72.00
Total: 004	Case Administration		136.10	69,724.50

Claims Administration and Objection

01-Feb-2013	Research precedent for objection to monoline insurer claims (1.9); discussion with A. Lawrence and K. Sadeghi regarding same (.4).	Baehr, Robert J.	2.30	1,219.00
01-Feb-2013	Call with Centerview and FTI regarding JSB claims.	Goren, Todd M.	0.50	397.50
01-Feb-2013	Review revised draft opposition to motion to reclassify (.4) and conversations with K. Sadeghi and J. Rothberg regarding same (.1).	Haims, Joel C.	0.50	437.50

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Date	Services	Timekeeper	Hours	Value
22-Feb-2013	Update professionals' invoice tracking chart (.3) and internal database regarding same (.3); update case calendar (.5) and hearing status and assignment chart (.2); circulate notice of ECF filings to attorneys (.1); provide calendar updates to MoFo team (.6).	Guido, Laura	2.00	590.00
22-Feb-2013	Review recently filed orders and pleadings on docket (.3); revise case calendar (.3); discuss case calendar with N. Moss (.1); prepare email to ResCap management regarding case status, upcoming meetings and hearings (.7).	Martin, Samantha	1.40	924.00
22-Feb-2013	Draft memorandum for the client concerning case strategy for plan negotiations and claims administration.	Moss, Naomi	1.10	632.50
23-Feb-2013	Review Seward & Kissel November U.S. Bank invoice.	Newton, James A.	0.70	371.00
25-Feb-2013	Update case calendar (.3) and hearing status and assignment chart (.2); circulate notice of ECF filings to attorneys (.1); update tracking chart of professionals' invoices (.2) and internal database of same (.2).	Guido, Laura	1.00	295.00
25-Feb-2013	Exchange emails with J. Roy regarding Assured docket (.1); review ResCap docket (.1).	Lawrence, J. Alexander	0.20	170.00
25-Feb-2013	Review (.1) and comment on 2/28 hearing agenda (.4).	Marines, Jennifer L.	0.50	345.00
25-Feb-2013	Discuss the status of the case with L. Kruger.	Moss, Naomi	1.00	575.00
26-Feb-2013	Meet with clerk in Judge Glenn's chambers to deliver courtesy copies.	Chow, York	0.20	35.00
26-Feb-2013	Review notable docket filings.	Engelhardt, Stefan W.	0.40	350.00 ✓
26-Feb-2013	Update tracking chart of debtors' professionals (.1); and internal database regarding same (.2); emails regarding same (.2); circulate notice of ECF filings to attorneys (.1); meet with N. Rosenbaum regarding comments to agenda (.2).	Guido, Laura	0.80	236.00
26-Feb-2013	Review FGIC rehabilitation proceeding docket (.1); review MBIA v. J.P. Morgan docket (.1); review ResCap docket (.1).	Lawrence, J. Alexander	0.30	255.00
26-Feb-2013	Review (.1) and comment on 2/28 hearing agenda (.3); meet with L. Guido regarding comments to agenda (.2).	Rosenbaum, Norman S.	0.60	510.00
26-Feb-2013	Follow up with L. Delehey (ResCap) on OCP payment issue.	Wishnew, Jordan A.	0.10	72.00
27-Feb-2013	Review notable docket entries (.3); review proposed hearing agenda (.1).	Engelhardt, Stefan W.	0.40	350.00 ✓
27-Feb-2013	Circulate notice of ECF filings to attorneys (.1); prepare chart summarizing fees of various professionals per G. Lee (2.8).	Guido, Laura	2.90	855.50
27-Feb-2013	Review FGIC v. Countrywide docket (.1); review ResCap docket (.1).	Lawrence, J. Alexander	0.20	170.00

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Date	Services	Timekeeper	Hours	Value
22-Feb-2013	Discussion with M. Rothchild and N. Moss regarding CRO fee statements.	Wishnew, Jordan A.	0.20	144.00
25-Feb-2013	Discuss the Deloitte supplemental retention application with R. Ringer (Counsel to Committee) (.3); review the Walter/Deloitte engagement letter (.5); revise the supplemental Deloitte application (.6).	Moss, Naomi	1.40	805.00
25-Feb-2013	Discussion with L. Kruger regarding time entry descriptions and maintenance thereof.	Rothchild, Meryl L.	0.20	115.00
25-Feb-2013	Revise Deloitte supplemental application.	Wishnew, Jordan A.	0.30	216.00
26-Feb-2013	Update Tucker Declaration in support of Ernst & Young retention application.	Guido, Laura	0.20	59.00
26-Feb-2013	Review comments to the Robinson supplemental declaration in support of Deloitte's retention.	Moss, Naomi	0.40	230.00
26-Feb-2013	Emails with N. Moss regarding an amendment to the CRO engagement letter (.2); discussion with L. Kruger regarding CRO success fees (.1); email with L. Marinuzzi regarding same (.1).	Rothchild, Meryl L.	0.40	230.00
26-Feb-2013	Review (.1) and edit E&Y's 327 application and declaration (.9) and follow up with J. Horner (ResCap) (.1).	Wishnew, Jordan A.	1.10	792.00
27-Feb-2013	Prepare certificate of no objections for FTI retention application.	Guido, Laura	0.30	88.50
27-Feb-2013	Emails (.4) and calls with B. McDonald (FTI) regarding creation of comparison chart of CRO success fees (.2); emails with L. Marinuzzi regarding exhibit to reply to reflect amendment to CRO engagement letter (.1); emails with N. Moss regarding same (.1); review of same with L. Marinuzzi (.1).	Rothchild, Meryl L.	0.90	517.50
27-Feb-2013	Correspond with client on E&Y retention.	Wishnew, Jordan A.	0.20	144.00
28-Feb-2013	Create Amendment No. 1 to Kruger Engagement Letter (.4) and blackline against initial provision outlining "Scope of Services" (.3); emails to L. Marinuzzi and N. Moss regarding same (.1).	Rothchild, Meryl L.	0.80	460.00
28-Feb-2013	Call with J. Whitlinger on status of Deloitte supplemental application.	Wishnew, Jordan A.	0.10	72.00
Total: 007	Fee/Employment Applications		157.70	100,535.50
Financing				
01-Feb-2013	Correspondence with K. Chopra (Centerview) regarding potential cash collateral motion (.3); review issues with potential cash collateral motion with S. Martiu (.4).	Goren, Todd M.	0.70	556.50

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Date	Services	Timekeeper	Hours	Value
18-Feb-2013	Review of professional retention matters with client.	Wishnew, Jordan A.	0.20	144.00
19-Feb-2013	Prepare courtesy copy of application to modify FTI's retention for Chambers (.2); prepare and file affidavit of disinterestedness for ordinary course professional (.2); prepare same for delivery to Committee and US Trustee (.3).	Guido, Laura	0.70	206.50
19-Feb-2013	Review CRO materials, including motion and engagement letter (.3); correspondence with G. Lee, M. Rothchild, and N. Moss regarding same (.7).	Marines, Jennifer L.	1.00	690.00
19-Feb-2013	Review Deloitte engagement letters (1.5); draft supplemental affidavit in support of same (2.1); multiple discussions with J. Wishnew regarding the same (.4); review the application for Deloitte's retention (.4).	Moss, Naomi	4.40	2,530.00
19-Feb-2013	Follow up with UST regarding amended FTI retention application.	Richards, Erica J.	0.30	198.00
19-Feb-2013	Assist N. Moss with drafting of Deloitte & Touche supplemental retention papers (.4); correspond with J. Horner (ResCap) on changes to KPMG retention (.2); work towards finalizing E&Y application (.1).	Wishnew, Jordan A.	0.70	504.00
20-Feb-2013	Review UCC discovery requests in connection with CRO retention (.5); assign projects regarding response (.3).	Lee, Gary S.	0.80	820.00
20-Feb-2013	Review revised Deloitte supplemental affidavit in support of retention.	Moss, Naomi	0.50	287.50
20-Feb-2013	Call with E&Y, outside counsel and AFI on retention issues (.3); follow up with J. Simou (Foley Lardner) regarding same (.4).	Wishnew, Jordan A.	0.70	504.00
21-Feb-2013	Review R. Young's comments to the third supplemental Robinson declaration in support of the Deloitte retention application (.6); draft memorandum to J. Horner (client) regarding the same (.5).	Moss, Naomi	1.10	632.50
22-Feb-2013	Update summary charts tracking retained professionals (.1) and ordinary course professionals (.1).	Guido, Laura	0.20	59.00
22-Feb-2013	Draft the supplemental application to approve the additional Deloitte engagement letters (2.1); email exchanges with J. Horner (ResCap) regarding the same (.4); call with B. Masumoto regarding the same (.3).	Moss, Naomi	2.80	1,610.00
22-Feb-2013	Discuss CRO fee statements with M. Rothchild.	Moss, Naomi	0.20	115.00
22-Feb-2013	Discuss CRO fee statements with N. Moss and J. Wishnew (.2); review precedent fee statements filed by CROs (.6); meeting with L. Kruger (ResCap) to discuss time entry and task description practices for CRO fee statements (.2); review revised CRO appointment order (.1) and call N. Moss regarding same (.1).	Rothchild, Meryl L.	1.20	690.00
22-Feb-2013	Address Deloitte's amended retention application.	Wishnew, Jordan A.	0.20	144.00

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Date	Services	Timekeeper	Hours	Value
08-Feb-2013	Update status charts detailing new junior lien request for relief from automatic stay for various properties (.6); discussion with J. Newton regarding status of pending junior lien requests for relief from automatic stay (.3); email exchanges with movants' counsel regarding pending junior lien requests for relief from automatic stay (.3); draft notices of presentment for junior lien requests for relief from automatic stay for the Alexander, Kelly, Keiper, and Grant properties (.2).	Grossman, Ruby R.	1.40	371.00
08-Feb-2013	Retrieval (.1) and distribution of relief from stay stipulations (.1).	Guido, Laura	0.20	59.00
08-Feb-2013	Review email with N. Rosenbaum regarding Rhode settlement demands.	Martin, Samantha	0.10	66.00
08-Feb-2013	Call with P. Mulcahy (ResCap) regarding correct people to contact with regarding certain second lien relief from stay issues relating to payoff of the senior lien (.1); discussion with R. Grossman regarding status of pending second lien relief from stay requests (.2).	Newton, James A.	0.30	159.00
08-Feb-2013	Review email regarding Asbey condemnation proceeding with J. Newton and Bradley Arent (.2); review email with local counsel and S. Martin regarding Rhode settlement demands (.1).	Rosenbaum, Norman S.	0.30	255.00
11-Feb-2013	Review Kinworthy letter regarding stay relief (.3); correspond with ResCap regarding same (.1); correspond with N. Rosenbaum regarding Wheeler stay relief order (.1).	Martin, Samantha	0.50	330.00
11-Feb-2013	Email with L. Delehey (ResCap) regarding automatic stay issue.	Molison, Stacy L.	0.10	62.50
11-Feb-2013	Discussion with N. Rosenbaum regarding recently filed Richardson relief from stay motion.	Newton, James A.	0.10	53.00
11-Feb-2013	Review (.1) and comment on draft of Wheeler stay relief order (.1); review Kinworthy motion for relief from stay (.1) and relating correspondence (.1); discussion with J. Newton regarding recently filed Richardson relief from stay motion (.1).	Rosenbaum, Norman S.	0.50	425.00
12-Feb-2013	Conduct due diligence on pending junior lien requests for relief from automatic stay (1.4); update lift stay matter status charts regarding same (.6); coordinate with J. Newton regarding status of pending junior lien requests for relief from automatic stay (.3); email exchanges with movants' counsel regarding pending junior lien requests for relief from automatic stay (.3).	Grossman, Ruby R.	2.60	689.00

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Date	Services	Timekeeper	Hours	Value
04-Feb-2013	Attend weekly call with MoFo team and BABC regarding SEC compliance issues (.5); call with ResCap management regarding outstanding issues relating to same (.8).	Fons, Randall J.	1.30	1,170.00
04-Feb-2013	Prepare for (.7) and participate in call with client personnel and MoFo team regarding SEC matters (.8); analyze client documents for potential production to SEC (.3); call with N. Serfoss regarding document production to SEC (.3); prepare for and participate in call with SEC regarding investigation and production status and regarding testimony (.3); review and revise correspondence to SEC regarding document production (.3); analyze Willkie, Farr invoice regarding representation of R. Flees and J. Young (.2); exchange emails with MoFo review team regarding document production issues (1.0).	Hoffman, Brian N.	3.90	2,632.50
04-Feb-2013	Review court order relating to FRB settlement and consent order (1.0); prepare Fed meeting materials (3.1); discussion with G. Lee regarding Fed meeting (.2).	Ireland, Oliver I.	4.30	3,956.00
04-Feb-2013	Discussion with O. Ireland regarding Fed meeting (.2); meet with J. Wishnew regarding governance matters (.5).	Lee, Gary S.	0.70	717.50
04-Feb-2013	Download prodction for distribution (.4); prepare production for service (.4); review database documents (.6) and update production log (.4) all in connection with the SEC investigation.	Lenkey, Stephanie A.	1.80	522.00
04-Feb-2013	Work with J. Wishnew regarding compensation and governance issues.	Moss, Naomi	1.80	1,035.00
04-Feb-2013	Review correspondence with SEC regarding governance issnes.	Prosser, Sean T.	0.20	180.00
04-Feb-2013	Call with A. Barrage regarding proposed joint Rule 60(a) Motion to be filed by DOJ and ResCap in District Court of DC (.2); review draft joint Rule 60(a) motion (.2) and correspondence between A. Barrage and BABC and DOJ relating thereto (.4); review edits to joint motion (.1) and run comparison per A. Barrage's request (.2); work with J. Wishnew regarding compensation and governance issues (.1).	Rothchild, Meryl L.	1.20	690.00
04-Feb-2013	Review J. Young documents for key materials to review in preparation for SEC interview (5.4); summarize documents selected for J. Young interview preparation (.6); provide summary email for B. Hoffman (1.0); correspond with N. Serfoss regarding document coding (.1).	Rowe, Tiffany A.	7.10	3,408.00

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04-Feb-2013	Review (.2) and finalize production of executive summaries of SEC investigation (.3); correspond with B. Hoffman regarding same (.5); review post funding reports (.3) and correspond with C. Breyer regarding production of same (.4); review standalone executive summaries and produce same (.2); call with ResCap concerning SEC investigation status and strategy (.8); review and respond to emails regarding distribution lists and post fund reports (.5); correspond (.2) and call with B. Hoffman regarding production status and strategy (.3).	Serfoss, Nicole K.	3.70	2,423.50
04-Feb-2013	Meet with J. Moldovan (Morrison Cohen) and G. Lee on governance matters (.5); address SEC governance question with D. Smith (.2); work with N. Moss and M. Rothchild on compensation and governance issues (1.8); follow up with L. Delehey (ResCap) in consequences of losing licenses (.2).	Wishnew, Jordan A.	2.70	1,944.00
05-Feb-2013	Correspond with B. Hoffman regarding R. Flees SEC testimony.	Day, Peter H.	0.10	48.00
05-Feb-2013	Draft revisions to Rule 3013 motion brief (7.7); meet with G. Lee regarding 3013 motion (.2); call with O. Ireland regarding Rule 3013 motion to classify Fed claim (.1); meet with J. Newton regarding Rule 3013 motion (.5).	Engelhardt, Stefan W.	8.50	7,437.50
05-Feb-2013	Review SEC investigation and requested information (.3); meet with N. Serfoss regarding strategy for review of post funding audit reports (.3).	Fons, Randall J.	0.60	540.00
05-Feb-2013	Meet with N. Serfoss regarding potential production to SEC (.3); exchange email, with N. Serfoss regarding SEC testimony (.4); exchange email, with N. Serfoss regarding document collection issues (.3).	Hoffman, Brian N.	1.00	675.00
05-Feb-2013	Meetings with J. Newton, G. Lee, J. Tanenbaum and Creditors Committee regarding Fed settlement (2.0); review Rule 3013 motion (.7); call with S. Engelhardt regarding Rule 3013 motion (.1).	Ireland, Oliver I.	2.80	2,576.00
05-Feb-2013	Meeting with O. Ireland regarding FRB discussions (.2) review FRB claim (.7); meet with S. Engelhardt regarding Rule 3013 motion (.2).	Lee, Gary S.	1.10	1,127.50
05-Feb-2013	Meet with O. Ireland regarding revisions to Consent Order related motion (.6); meet with S. Engelhardt regarding same and Rule 3013 motion (.7); coordinate preparation of binders containing past Consent Order research memoranda and relating cases for S. Engelhardt (.5).	Newton, James A.	1.80	954.00
05-Feb-2013	Emails with B. Hoffman and J. Jones regarding J. Jones SEC testimony and preparation.	Prosser, Sean T.	0.20	180.00

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Invoice Number: 5241609
Invoice Date: June 17, 2013

Date	Services	Timekeeper	Hours	Value
06-Feb-2013	Review amended KEIP program for wind-down (.8); correspondence (.1) and discussions with US Trustee to review severance information (.2); review schedule of severance payments (.4); review presentation to Board Comp Committee regarding KEIP/KERP approval (.4); participate in call with Comp Subcommittee of Board to review proposed KEIP/KERP program (1.4); review of relating issues with J. Wishnew (.2).	Marinuzzi, Lorenzo	3.50	3,307.50
06-Feb-2013	Review CRO compensation summary chart (.7); discuss same with M. Rothchild (.2).	Moss, Naomi	0.90	517.50
06-Feb-2013	Review (.1) and edit CRO compensation comparison chart (.9); email to J. Wishnew and N. Moss regarding CRO comparison chart (.2); discussion with N. Moss regarding analysis of same (.2); email same to G. Lee, T. Hamzhepour, and Morrison Cohen (.1), and respond to follow up inquiries from G. Lee (.7).	Rothchild, Meryl L.	2.20	1,265.00
06-Feb-2013	Discuss with J. Wishnew regarding company employee contract issues.	Tanenbaum, James R.	0.10	102.50 ✓
06-Feb-2013	Review diligence questions from S. Zide (KL) and B. Masumoto (UST) on severance payable after closing of asset sales; correspond with FTI, client and KL concerning scheduling of executive compensation UCC call to discuss (.4); provide feedback to KL on compensation Committee decks (.6) and review related issues with L. Marinuzzi (.2); follow up with J. Tanenbaum on employee contract issues (.1); participate in Compensation Committee meeting concerning estate KEIP and KERP plans (1.3); review data on employee compensation levels (.2); call with M. Crespo regarding 503(c) research on incentive programs (.2).	Wishnew, Jordan A.	3.90	2,808.00
07-Feb-2013	Review variable pay winddown plan with J. Pintarelli (.2); calls with E. Oles (ResCap) on employee compensation matters and relating follow up (.4).	Wishnew, Jordan A.	0.60	432.00
08-Feb-2013	Research relating to severance calculation under 503 (5.9); call with J. Wishnew regarding same (.3); and prepare summary of findings (1.2).	Crespo, Melissa M.	7.40	3,367.00
08-Feb-2013	Calls with J. Whitlinger, P. Fleming (ResCap), FTI and J. Wishnew regarding KEIP metrics for senior officers in wind-down.	Marinuzzi, Lorenzo	0.80	756.00
08-Feb-2013	Call to J. Mack (ResCap) on executive employment and compensation.	Tanenbaum, James R.	0.30	307.50

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Invoice Number: 5241609
Invoice Date: June 17, 2013

Date	Services	Timekeeper	Hours	Value
08-Feb-2013	Review refinement of employee incentive metrics with client and L. Marinuzzi (.6); call with G. Crowley (ResCap) on payout of sale KEIP (.2); address estate employment matters with E. Oles (.1); call with M. Crespo regarding severance calculation under Section 503 (.3); follow up with G. Crowley (ResCap) on severance calculation (.2); respond to query from B. Masumoto (UST) regarding same (.2); discuss research results with M. Crespo (.3).	Wishnew, Jordan A.	1.90	1,368.00
09-Feb-2013	Emails (.8) and calls with L. Kruger, G. Lee, and N. Moss regarding modifications to Kruger Declaration in Support of CRO Motion and engagement letter between the Company and L. Kruger (1.0); modify Kruger Declaration and engagement letter per conversations (.4).	Rothchild, Meryl L.	2.20	1,265.00
09-Feb-2013	Correspond with A. Janiczek (ResCap) regarding compensation matters.	Wishnew, Jordan A.	0.10	72.00
10-Feb-2013	Review revised presentation to UCC on KEIP/KERP and wind down (.5); participate in call with P. Fleming, J. Whitlinger to discuss Committee presentation on wind-down and KEIP/KERP (1.0); exchange correspondence with P. Fleming regarding KEIP/KERP strategy meeting (.3).	Marinuzzi, Lorenzo	1.80	1,701.00
10-Feb-2013	Follow up with A. Janiczek and Mercer on compensation matters.	Wishnew, Jordan A.	0.80	576.00
11-Feb-2013	Review email from J. Wishnew regarding the GMAC Mortgage Group Employee Retirement Plan (.2); conduct fact investigation regarding plan (.5); email to and from M. Frank regarding plan (.3); email to J. Wishnew regarding same (.2).	Borden, Paul C.	1.20	1,074.00
11-Feb-2013	Conduct further research relating to severance calculation under Section 503 (2.6); summarize analysis of same per J. Wishnew's request (.9).	Crespo, Melissa M.	3.50	1,592.50
11-Feb-2013	Call with P. Fleming (ResCap) and J. Whitlinger on executive KEIP metrics and related estate matters (.7); review updated versions of Mercer analysis on KEIP (.3); review compensation benchmarking data (.4) and discuss with client, Mercer (.5); correspond with G. Lee and J. Taneubaum regarding executive compensation matters (.4).	Wishnew, Jordan A.	2.30	1,656.00
12-Feb-2013	Call with Committee professionals to discuss KEIP/KERP and wind-down presentation (.8); call with S. Zide (Kramer) regarding CRO role in wind-down (.2); dry-run wind-down of presentation with Mercer, FTI and T. Hamzehponr (.8).	Marinuzzi, Lorenzo	1.80	1,701.00
12-Feb-2013	Coordinate with MoFo team drafting efforts for KEIP-KERP motion.	Wishnew, Jordan A.	0.10	72.00

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Invoice Number: 5241609
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Date	Services	Timekeeper	Hours	Value
13-Feb-2013	Discuss the CRO compensation structure with M. Rothchild (.2); review M. Rothchild's memorandum regarding the same (.4).	Moss, Naomi	0.60	345.00
13-Feb-2013	Review monthly and quarterly fee statements and reports filed by CROs from SDNY cases (.7); summarize findings and email same to L. Kruger, G. Lee, L. Marinuzzi, T. Goren, J. Marines, and N. Moss (.4); discuss the CRO compensation structure with N. Moss (.2).	Rothchild, Meryl L.	1.30	747.50
13-Feb-2013	Review KEIP-KERP deck and outline factual arguments.	Wishnew, Jordan A.	0.60	432.00
14-Feb-2013	Discussion with J. Wishnew regarding drafting KEIP-KERP motion.	Pintarelli, Johu A.	0.20	138.00
14-Feb-2013	Call with FTI regarding supplementary estate compensation (.3); review supplemental materials in supplemental estate compensation materials (.8); discussion with J. Pintarelli on drafting KEIP-KERP motion (.2); research KEIP precedent (.3).	Wishnew, Jordan A.	1.60	1,152.00
15-Feb-2013	Prepare formatting of KEIP/KERP estate motion (1.6) and supporting declarations (1.0).	Guido, Laura	2.60	767.00
15-Feb-2013	Coordinate analysis for KEIP-KERP with J. Wishnew.	Pintarelli, John A.	0.30	207.00
15-Feb-2013	Coordinate legal analysis for KEIP-KERP with J. Pintarelli (.3); and review Borders decisions regarding same (.2); call with T. McDonagh (FTI) on developing factual declaration (.7); call with W. Tyson and T. McDonagh on KEIP metrics (.9).	Wishnew, Jordan A.	2.10	1,512.00
16-Feb-2013	Review (.1) and provide comments to FTI on KEIP-KERP declaration outline (.3); develop KEIP-KERP motion outline (.5); coordinate drafting of supporting declaration for KEIP-KERP (.1).	Wishnew, Jordan A.	1.00	720.00
17-Feb-2013	Develop factual background and preliminary statement for estate KEIP-KERP motion (.6); follow up with E. Oles (ResCap) on employee data (.1).	Wishnew, Jordan A.	0.70	504.00
18-Feb-2013	Draft factual background section to estate KEIP-KERP motion (1.2); follow up with T. McDonagh (FTI) on specific facts in motion (1.5).	Wishnew, Jordan A.	2.70	1,944.00
19-Feb-2013	Email from J. Wishnew regarding incentive plan document question (.2); review summary plan description (.4); email to J. Wishnew regarding same (.2); email from J. Wishnew with incentive plan document (.2); review plan document (1.3); email to J. Wishnew regarding plan document (.2); email to and from F. Kuplicki regarding PBGC matter (.3); emails from and to A. Grossi (Kirkland) regarding PBGC inquiry (.2).	Borden, Paul C.	3.00	2,685.00
19-Feb-2013	Meet with J. Wishnew regarding KEIP-KERP documents.	Pintarelli, John A.	0.10	69.00

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Invoice Number: 5241609
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Date	Services	Timekeeper	Hours	Value
07-Feb-2013	Review (.1) and revise MBIA/FGIC rule 2004 motion to update with additional deal level information regarding deals wrapped by MBIA and FGIC (.3); email information regarding same and notes to A. Lawrence (.3).	Newton, James A.	0.70	371.00
07-Feb-2013	Manage data load request of interview preparation documents.	Nguyen, Thuan H.	1.00	295.00
07-Feb-2013	Second-level review of documents for completion, privilege, and proper coding of documents in connection with the Examiner's investigation.	Nicholsou, Julie A.	4.10	1,517.00
07-Feb-2013	Analyze documents for privilege issues in connection with the Examiner's investigation.	Raife, Dylan James	7.20	2,664.00
07-Feb-2013	Quality Control review of documents for examiner's review for Rescap Phase 3 Review.	Rosenberg, Michael J.	4.80	2,760.00
07-Feb-2013	Coordinate issues relating to production of underwriting guidelines (.8); correspond with counsel to Western & Southern regarding document production issues (.4); discuss same with J. Levitt (.3).	Rothberg, Jonathan C.	1.50	990.00
07-Feb-2013	Emails J. Levitt and D. Brown regarding status of responses to examiners' requests (.2); call with D. Brown regarding status of responses to examiners' request (.3); calls with P. Day regarding privilege issues (.3); analyze privilege issues (1.6); draft letter to Examiner regarding privilege logs and production issues (1.6).	Salerno, Robert A.	4.00	3,200.00
07-Feb-2013	Review (.2) and identify key documents in third party materials (1.5); review documents identified by document review team (.2) and answer coding questions and provide feedback (.2); call (.1) and correspondence with V. Bergelson regarding recently produced third party documents (.1).	Serrano, Javier	2.30	1,253.50
07-Feb-2013	Review documents for quality control regarding examiner's review phase 3.	Sheeche, Johanna E.	1.70	926.50
07-Feb-2013	Review documents and code for key issues and witnesses in connection with the Examiner's investigation.	Shelar, Karen	7.30	1,423.50
07-Feb-2013	Review documents and code for key issnes in connection with the examiner's investigation (9.3); review of key documents in Goldin database in connection with upcoming examiner preparation sessions and interviews (.7).	Sherrod, Lisa H.	10.00	1,950.00
07-Feb-2013	Review documents and code for key issues and witnesses in connection with the Examiner's investigation.	Slezinger, Laura A.	10.00	1,950.00
07-Feb-2013	Organize case materials.	Smoot, Mark T.	1.00	290.00
07-Feb-2013	Create Pentalpha Prod DB, prepare and upload documents PENT 0000001 - PENT 0081048.	Vajpayee, Abhishek	0.80	200.00

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Invoice Number: 5253113
Invoice Date: July 26, 2013

Date	Services	Timekeeper	Hours	Value
12-Mar-2013	Review emails from outside counsel regarding automatic stay issues.	Molison, Stacy L.	0.20	125.00
12-Mar-2013	Email with P. Zellman (.2) and D. Quevedo (.2) regarding follow-up in connection with Richardson relief from stay motion resolution; research regarding same (.3); follow-up with R. Nader (BABC) regarding pending resolution of Raphael relief from stay motion (.1); email to Owen regarding procedures in connection with second lien relief from stay requests (.2); review draft emails to requesting parties in connection with second lien relief from stay requests (.2); respond to inquiry from S. Barak regarding same (.1); meeting with R. Grossman regarding stipulations for junior lien requests for relief (.1); meeting with N. Rosenbaum regarding proposed stipulations granting senior lien holders stay relief (.1).	Newton, James A.	1.50	795.00
12-Mar-2013	Review (.2), revise (.3), and drafted and sent correspondence regarding Satisfaction of Mortgage from GMAC Mortgage (.5).	Quevedo, Daniel	1.00	300.00
12-Mar-2013	Call with N. Rosenbaum regarding status of pending motion for relief and updates regarding Haffey, Raphael, MED&G and others.	Richards, Erica J.	0.20	132.00
12-Mar-2013	Review (.2) and comment on drafts of proposed stipulations and orders granting Senior Lien holders stay relief under standing Senior Lien Foreclosure Order (.6); meet with J. Newton regarding proposed stipulations and orders granting Senior Lien holders stay relief under standing Senior Lien Foreclosure Order (.3); review and comment on updated matrix of pending motions for relief from automatic stay (.5); review pending motions for relief and status Haffey, Raphael, MED&G, CHFA, Solano and Kinworthy (.8); participate in weekly call with E. Frejka (Kramer Levin) and A. Cupp (Kramer Levin); J. Krell (SilvermanAcampora) and E. Richards and J. Newton regarding status of pending motions for relief and updates regarding Haffey, Raphael, MED&G, CHFA, Solano and Kinworthy and others (.4); review update on Raphael motion and trial loan mod from J. Newton (.1); review draft of LaCasse motion clarifying the scope of the stay and emails from K. Priore (ResCap legal) regarding background (.2); review and comment on objection to Solano motion for relief from stay (.3); review limited objection to Richardson motion for relief from stay (.2).	Rosenbaum, Norman S.	3.60	3,060.00
12-Mar-2013	Email with W. Thompson regarding FHFA file production issues (.1); discussion with J. Haims and W. Thompson regarding same (.3).	Rothberg, Jonathan C.	0.40	264.00
12-Mar-2013	Discuss issues related to extend stay motions with J. Haims.	Rothberg, Jonathan C.	0.30	198.00

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Invoice Number: 5253113
 Invoice Date: July 26, 2013

Date	Services	Timekeeper	Hours	Value
13-Mar-2013	Discussion with J. Serrano regarding research of expert opinion admissibility under the Daubert standard in connection with RMBS trial (.9); review expert reports of C. Brown, and C. Rossi (1.3); research (1.0) and analyze Second Circuit bankruptcy court case law regarding exclusion of expert opinions in the context of mortgage-backed securities for flawed methodology, unreliability, irrelevance, or lack of credentials (2.1); revise memorandum summarizing case law to address additional research issues (2.6); provide to MoFo team a suggested approach to Daubert motion drafting, and address any possible weaknesses or challenges to excluding the expert reports of C. Brown and C. Rossi. (2.0).	Nakamura, Ashley	9.90	3,663.00
13-Mar-2013	Continue to revise reply briefs to Assured and JSBs' objections (3.0); telephone conference with D. Rains regarding same and regarding preparation for trial (1.7).	Princi, Anthony	4.70	4,817.50
13-Mar-2013	Call with A. Princi regarding trial strategy for 9019 trial and revisions to reply briefs regarding Assured and JSN objections.	Rains, Darryl P.	1.70	1,742.50
13-Mar-2013	Further review of documents regarding statute of limitations in connection with put-back claims raised in 9019 objections (1.7); review Assured reply to RMBS 9019 for confidential information (1.0); revise motion to seal (1.0).	Ruiz, Ariel Francisco	3.70	2,127.50
13-Mar-2013	Research on challenges to expert reports in bankruptcy courts in Second Circuit in connection with upcoming 9019 trial (.6); discussion with A. Nakamura regarding research of expert opinion admissibility under the Daubert standard (.6).	Serrano, Javier	1.20	654.00
13-Mar-2013	Assist with preparation of the response to Assured's Objections.	Ziegler, David A.	2.90	1,537.00
14-Mar-2013	Emails and information request with MoFo and client regarding Assured wrapped PLS deals for inclusion in response to Assured's objection to RMBS settlement.	Beck, Melissa D.	0.30	210.00
14-Mar-2013	Edit Reply Briefs to objections by Assured and Junior Secured Noteholders (1.3); review same (2.0); coordinate fact and legal cite check with MoFo team for same (1.1); discuss with L. Moloff regarding standing argument for 9019 (.2).	Castro, Monica K.	4.60	1,817.00
14-Mar-2013	Revise (1.5) and edit working draft exhibit list (1.0); review revisions to reply to Assured objection to 9019 motion (1.0) meeting with D. Ziegler regarding Assured Objection filing (1.0); meeting with A. Ruiz regarding motion to seal (.5).	DeArcy, LaShann M.	5.00	3,625.00
14-Mar-2013	Meet with L. Kruger (ResCap), A. Princi, G. Lee and J. Marines regarding RMBS and other issues.	Goren, Todd M.	0.30	238.50

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Invoice Number: 5253113
Invoice Date: July 26, 2013

Date	Services	Timekeeper	Hours	Value
14-Mar-2013	Prepare (.2) and deliver privileged emails to G. Marty (Carpenter Lipps)(.2); revise reply briefs to 9019 motion to Assured's and JSN's objections (.7); coordinate revisions to same with M. Castro and S. Tice (.6).	Grossman, Ruby R.	1.70	450.50
14-Mar-2013	Conversations and email with J. Levitt, J. Lipps (Carpenter Lipps) and FTI about damage analysis (.5); conversations and email with W. Thompson, B. Smith (ResCap) and J. Rothberg about third party subpoena (.2); discuss with J. Rothberg regarding servicing information sought by Mass Mutual (.1).	Haims, Joel C.	0.80	700.00
14-Mar-2013	Review (2.1) and analyze (2.4) standing of investors to enter settlement with debtor; meet with L. Moloff regarding same (.4).	Heintz, Adam Jackson	4.90	3,356.50
14-Mar-2013	Meet with FGIC and MBIA counsel regarding RMBS settlement (1.0); exchange emails with J. Phelps (Talcott Franklin) regarding request for information (.3); exchange emails with A. Ruiz, D. Ziegler and S. Tice regarding same (.6); exchange emails with A. Levin regarding Judge Glenn procedures (.2); exchange emails with M. Renzi (FTI) regarding RMBS analysis (.1); draft email to D. Mannell regarding MBIA proposed language to amendment (.3).	Lawrence, J. Alexander	2.50	2,125.00
14-Mar-2013	Review letter from NYS insurance department to RMBS trustees regarding FGIC (.5); review letter from Syncora (.2); review RMBS trustee proofs of claim (2.1); meetings with L. Kruger (ResCap) and A. Princi and T. Goren regarding RMBS settlement and amendment to same (.9); call with RMBS trustees regarding same (.2); discuss with S. Martin regarding RMBS issues (.1).	Lec, Gary S.	4.00	4,100.00
14-Mar-2013	Meeting with expert regarding RMBS securities damages analyses (.4); discussion with FTI regarding revisions to securities damages analysis (.5); discussion with J. Haims regarding same (.1); review (.2) and revise FTI securities damages analysis slides (.3).	Levitt, Jamie A.	1.50	1,350.00
14-Mar-2013	Meet with A. Princi, G. Lee and T. Goren regarding RMBS and other issues.	Marines, Jennifer L.	0.30	207.00
14-Mar-2013	Call with S. Engelhardt, T. Goren, J. Marines and Curtis Mallet regarding RMBS research issues (.5); discuss RMBS issues with L. Kruger (ResCap), G. Lee, T. Goren, A. Princi, and J. Marines (.2).	Martin, Samantha	0.70	462.00
14-Mar-2013	Review prior research (.4) and materials regarding standing argument for 9019 and meet with A. Heintz and M. Castro regarding same (.8).	Moloff, Leda A.	1.20	690.00

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Invoice Number: 5255029
Invoice Date: August 2, 2013

Date	Services	Timekeeper	Hours	Value
04-Apr-2013	Reviews procedural issue with M. Rothchild and N. Rosenbaum on Bradbury stipulation (.4); finalize information request letter to Poway (.5) and review with client (.2); call with Bryan Cave and Perkins Coie on insurance coverage process for possible Kessler settlement (.9); follow up with N. Rosenbaum and M. Rothchild on claims review (.1); review form omni claim notices prepared by KCC (.4); participate in weekly status meeting with MoFo claims team, FTI, and CM&R team (1.1); review CA supplemental tax issues with P. Kanter in connection with Poway claims (.4); follow up with CM&R team regarding same (.2).	Wishnew, Jordan A.	4.20	3,024.00
05-Apr-2013	Research opposition to Investors' motion for summary judgment in adversary proceeding number 13-1262.	Bachr, Robert J.	4.40	2,332.00
05-Apr-2013	Emails with A. Barrage regarding Lehman proofs of claim.	Beck, Melissa D.	0.20	140.00
05-Apr-2013	Discuss monoline settlement with J. Marines (.5); prepare summary list of monoline workstream (.9).	Crespo, Melissa M.	1.40	637.00
05-Apr-2013	Email with borrower counsel regarding stipulation.	Galante, Paul A.	0.30	205.50
05-Apr-2013	Conversations with N. Rosenbaum and J. Levitt regarding calculation of private label securities claims (.5); research in connection with opposition to subordination summary judgment motion (1.5).	Haims, Joel C.	2.00	1,750.00
05-Apr-2013	Review summary of tax lien analysis in connection with Poway tax claims (.1); email with J. Wishnew regarding same (.3).	Kanter, Peter B.	0.40	300.00
05-Apr-2013	Review (.1) and revise MBIA complaint (.6); discussion with K. Sadeghi regarding same (.2); exchange emails with K. Sadeghi regarding same (.5); draft email to D. Beck (Carpenter Lipps) regarding MBIA documents to be reviewed (.2); exchange emails with A. Princi regarding potential monoline settlement (.2); exchange emails with J. Lipps (Carpenter Lipps) regarding settlement (.2); review Assured v. DB docket (.1); review MBIA v. Credit Suisse docket (.1); review ResCap docket (.1).	Lawrence, J. Alexander	2.30	1,955.00
05-Apr-2013	Analyze revisions to wrapped PLS subordination complaint.	Lee, Gary S.	1.60	1,640.00
05-Apr-2013	Discussion with J. Haims regarding amount of private label securities claims.	Levitt, Jamie A.	0.50	450.00
05-Apr-2013	Discussion with M. Crespo regarding monoline settlement.	Marines, Jennifer L.	0.50	345.00
05-Apr-2013	Emails with J. Chung (Chambers) regarding the Allstate adversary proceeding (.1); prepare interoffice memorandum with L. Guido and K. Sadeghi regarding the same (.1).	Moss, Naomi	0.20	115.00

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Invoice Number: 5255029
 Invoice Date: August 2, 2013

Date	Services	Timekeeper	Hours	Value
10-Apr-2013	Research (1.3) and review cases regarding automatic stay with respect to postpetition causes of action (1.4); analyze prepetition causes of action in connection with same (3.8).	Hiensch, Kristin A.	6.50	4,225.00
10-Apr-2013	Prepare for (.1) and call with L. Delehey (ResCap) and P. Zellman (ResCap) regarding Courts' motion for stay relief (.4).	Martin, Samantha	0.50	330.00
10-Apr-2013	Prepare for Pruitt relief from stay argument (1.3); meet with N. Rosenbaum regarding same (.8); second lien relief from stay status meeting with R. Grossman (.7) email with P. Zellman (Client), N. Rosenbaum, and B. Loeffler regarding final pieces of information needed for upcoming Pruitt relief from stay hearing (.5); email with (.2) and speak with (.1) B. Weingarten (Centerview) regarding loan tape information obtained by Centerview in connection with sales and potential use of same in connection with second lien relief from stay requests (.1); review sample loan tape information from Centerview in connection with same (.1).	Newton, James A.	3.80	2,014.00
10-Apr-2013	Research Maryland civil rights statute to determine whether action brought by county agency against debtor is subject to police power exception under section 362 of Bankruptcy Code.	Petts, Jonathan M.	1.50	682.50
10-Apr-2013	Call with L. Delehey (ResCap), P. Zellman (Client), M. Nowlin (Severson), and N. Campbell (GMAC) regarding Garcia stay relief motion.	Richards, Erica J.	0.50	330.00
10-Apr-2013	Meet with J. Newton regarding preparation for hearing on Pruitt motion for relief from stay (.7); review emails with local counsel regarding background issues on Pruitt motion for relief from the automatic stay (.3); review complaint filed with Maryland Human rights commission (.2) and discuss with J. Petts regarding automatic stay implications and underlying statute (.3); email to B. Smith (ResCap counsel) regarding Maryland Human rights law (.2); review analysis from K. Hiensch regarding application of automatic to continuous conduct (.2); review email regarding Harris motion to reassign with S. Martin and P. Zellman (ResCap) (.1); meet with S. Martin regarding preparing for hearing on S. Harris motion for relief (.2) and review case chronology in prep. for hearing (.2); prepare for hearing on Pruitt and Harris motions on 4/11 (.9).	Rosenbaum, Norman S.	3.30	2,805.00
10-Apr-2013	Coordinate production of additional loan files to FHFA (1.8); discuss same with J. Haims (.3).	Rothberg, Jonathan C.	2.10	1,386.00
10-Apr-2013	Correspond with outside counsel on stay relief stipulation.	Wishnew, Jordan A.	0.20	144.00

EXHIBIT H

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February 27, 2013
Invoice No. 1407254

01/18/13	M. Howard	Telephone conference with P. Kollydas (ResCap), D. Citron (ResCap), M. Carnevale (ResCap), J. Ruckdaschel (ResCap In-House Attorney), B. Ziegenfuse (ResCap), R. Delgado (Ocwen), I. Javier (Ocwen), H. Gudmundsson (Mayer Brown Associate), D. Bent (Orrick Associate) and D. Beasley (Orrick Senior Associate) regarding Pooling and Servicing Agreement amendments (0.5); telephone conference with P. Kollydas (ResCap), D. Citron (ResCap), J. Ruckdaschel (ResCap In-House Attorney), D. Bent (Orrick Associate) and D. Beasley (Orrick Senior Associate) regarding Pooling and Servicing Agreement amendments (0.5); telephone conference with P. Kollydas (ResCap), D. Citron (ResCap), J. Ruckdaschel (ResCap In-House Attorney), R. Delgado (Ocwen), I. Javier (Ocwen), J. McNeill (Ocwen), H. Gudmundsson (Mayer Brown Associate), M. Goodlett (Mayer Brown Associate), J. McCarthy (Barclays), L. Hedvat (Barclays), J. Hadari (Barclays), T. Hiner (Hunton & Williams Partner), A. Blanchard (Hunton & Williams Counsel), D. Bent (Orrick Associate) and D. Beasley (Orrick Senior Associate) regarding Pooling and Servicing Agreement amendments (1.0); emails and discussions with ResCap regarding status and amendments (1.8).	3.80
01/19/13	J. Farmer	Review ResCap securitization deals for certain provisions.	3.60
01/20/13	D. Bent	Review 105 ResCap securitization deals for certain provisions.	3.70
01/21/13	J. Farmer	Review ResCap securitization deals for certain provisions.	3.00
01/21/13	D. Bent	Review and revise Omnibus Amendment No. 2013-1 in connection with the Pooling and Servicing Agreement amendments.	3.70
01/21/13	D. Beasley	Review and respond to emails from Ocwen and counsel to their advance facility lender regarding amendments (0.5); review and respond to requests from P. Kollydas and K. Spraga regarding same (.5); review and comment on consolidated omnibus amendment for uninsured ResCap securitizations (1.5).	2.50

1.8

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April 16, 2013
Invoice No. 1413174

02/04/13	M. Howard	Telephone conference with P. Kollydas (ResCap), J. Ruckdaschel (ResCap In-House Attorney), M. Schoffelen (ResCap), R. Delgado (Ocwen), I. Javier (Ocwen), J. McNeill (Ocwen), M. McElroy (Ocwen), J. Von Gorp (Mayer Brown Partner), H. Gudmundsson (Mayer Brown Associate), M. Goodlett (Mayer Brown Associate), J. McCarthy (Barclays), T. Hiner (Hunton & Williams Partner) and D. Bent (Orrick Associate) regarding Pooling and Servicing Agreement amendments (0.4); telephone conference with A. Barrage (Morrison & Foerster), M. Beck (Morrison & Foerster), K. Chopra (Centerview Partners), J. Ruckdaschel (ResCap In-House Attorney) and D. Bent (Orrick Associate) regarding Pooling and Servicing Agreement amendments (0.2); teleconference with J. Ruckdaschel (ResCap) regarding pooling and servicing agreement amendments (0.4); teleconference with J. Von Gorp (Mayer Brown Partner) and H. Gudmundsson (Mayer Brown Associate) on pooling and servicing agreement amendments (0.3); emails with T. Hiner (Hunton & Williams) on pooling and servicing agreement amendments (0.6).	1.90
02/05/13	D. Bent	Review, draft and distribute Omnibus Amendment No. 2013-1B (1.5); telephone conference with P. Kollydas (ResCap) regarding Omnibus Amendments (0.1); telephone conferences with H. Gudmundsson (Mayer Brown) regarding Omnibus Amendments and MBIA (0.4); telephone conference with D. Lofano (Wells Fargo) regarding Omnibus Amendments and whole loan amendments (0.8).	2.80
02/05/13	D. Beasley	Telephone conference with A. Barrage (Morrison and Foerster), J. Malloy (Impac) and S. Wichmann (Impac) regarding Impac servicing agreements (0.2); respond to requests from trustees and whole loan counterparties regarding advance facility amendments (1.5); review comments to omnibus amendments and legal opinions (1.5).	3.20
02/05/13	S. Jackson	Review and respond to comments on amendment and related tax opinion.	0.70
02/05/13	M. Howard	Various emails and discussions with ResCap on pooling and servicing agreement amendments (2.1); review of revised documents and opinions to be rendered by OHS (2.3).	4.40

> 2.1

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02/06/13	D. Bent	Review, revise and distribute Omnibus Amendment Nos. 2013-1A and 2013-1B (3.2); telephone conference with D. Coelho-Adams (Seward & Kissel) regarding Omnibus Amendments (0.1); telephone conferences with R. Delgado (Ocwen) and J. McNeill (Ocwen) regarding Omnibus Amendments (0.3); telephone conference with N. Hanson (Fitch Ratings) regarding Omnibus Amendments (0.1); telephone conference with T. Mitchell (Orrick Senior Partner) regarding back-up certificate to Orrick's opinion (0.1); telephone conference with M. Schoffelen (ResCap) regarding Omnibus Amendments (0.1).	3.90
02/06/13	D. Beasley	Respond to requests from trustees and whole loan counterparties regarding amendments (2.5); respond to requests from Mayer Brown and Ocwen regarding same (2.0); review revised drafts of amendments and legal opinions (1.5); respond to requests from J. Ruckdaschel (ResCap In-House Counsel) and M. Schoffelen (ResCap) regarding same (1.5).	7.50
02/06/13	D. Mao	Review correspondence regarding ongoing repurchase obligation issues.	0.10
02/06/13	S. Jackson	Review and respond to comments on amendments and related opinion.	0.20
02/06/13	M. Howard	Various emails and discussions with ResCap on pooling and servicing agreement amendments (1.9); review of revised documents and opinions to be rendered by OHS (1.6).	3.50
02/06/13	T. Mitchell	Telephone conference with D. Bent regarding amendments in connection with sale.	0.10
02/07/13	D. Bent	Review precedent and begin drafting Omnibus Amendment No. 2013-1C (3.7); review draft of optional termination waiver provided by Mayer Brown (0.1); telephone conference with R. Delgado (Ocwen) and J. McNeil (Ocwen) regarding status of Omnibus Amendments and whole loan amendments (0.4); telephone conference with M. Schoffelen (ResCap) regarding Omnibus Amendments (0.2); telephone conferences with H. Gudmundsson (Mayer Brown) regarding opinion requirements (0.2); email communication with U.S. Bank, Deutsche Bank, Bank of New York Mellon and Wells Fargo regarding sign-off on Omnibus Amendments (0.2); telephone conference with D. Lofano (Alston & Bird) regarding Omnibus Amendments (0.2).	5.00

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02/07/13	D. Beasley	Respond to requests from trustees and whole loan counterparties regarding amendments (0.5); respond to requests from Mayer Brown and Ocwen regarding same (2.5); review and respond to comments to amendments and legal opinions (1.5); negotiate amendment provisions (0.5); review and comment on amendments (1.0).	6.00	
02/07/13	M. Howard	Various discussions on the status of the pooling and servicing agreements with ResCap and Mayer Brown (2.3); review of revised drafts of amendments to pooling and servicing agreements (1.7).	4.00	L 2.3
02/08/13	D. Bent	Review precedent, draft and distribute Omnibus Amendment No. 2013-1C (2.4); review precedent, draft and distribute Amendment No. FNBA 2004-AR1 and Amendment No. MSLT 2005-01 (3.1); prepare and review list of amended deals for Moody's Investor Service and Fitch Ratings, Inc. (0.7); telephone conference with M. Schoffelen (ResCap), R. Delgado (Ocwen), I. Javier (Ocwen), R. Maheshwari (Ocwen), H. Gudmundsson (Mayer Brown) and D. Beasley (Orrick Senior Associate) regarding whole loan amendments (0.6); telephone conferences with M. Schoffelen (ResCap) and M. Carnevale (ResCap) regarding same (0.2); telephone conference with D. Coelho-Adams (Seward and Kissel) regarding whole loan amendments (0.2); telephone conferences with D. Lofano (Alston & Bird) regarding whole loan amendments (0.6).	7.80	
02/08/13	D. Beasley	Telephone conference with M. Schoffelen (ResCap), R. Delgado (Ocwen), I. Javier (Ocwen), R. Maheshwari (Ocwen), H. Gudmundsson (Mayer Brown) and D. Bent (Orrick Contract Associate) regarding whole loan amendments (0.6); respond to requests from Mayer Brown and Ocwen regarding same (1.0); review comments to amendments (0.3); respond to requests from trustees and whole loan counterparties (2.0).	3.90	
02/08/13	M. Howard	Various discussions on the status of the pooling and servicing agreements with ResCap and Mayer Brown (1.2); review of revised drafts of amendments to pooling and servicing agreements (0.9).	2.10	L 1.2
02/11/13	J. Farmer	Revise amendments to servicing agreements.	3.40	

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02/11/13	D. Bent	Review underlying documentation for ten whole loan deals and draft and distribute the corresponding amendments for each deal (8.3); telephone conference with R. Delgado (Ocwen) regarding whole loan amendments (0.1); telephone conference with H. Gudmundsson (Mayer Brown) regarding Omnibus Amendment No. 2013-1C (0.2); telephone conferences with M. Schoffelen (ResCap) regarding whole loan amendments (0.2); telephone conferences and email communications with T. Swanson (Moody's Investor Service) regarding Omnibus Amendments (0.2); telephone conference with D. Lofano (Alston & Bird) regarding whole loan amendments (0.1).	9.10
02/11/13	D. Beasley	Respond to requests from whole loan counterparties and trustees regarding amendments (1.5); respond to requests from Mayer Brown and Ocwen regarding same (2.0); review comments to amendments and various closing documents (1.5); respond to requests from P. Fleming (ResCap) and J. Ruckdaschel (ResCap In-House Counsel) regarding same (1.0).	6.00
02/11/13	M. Howard	Various discussions on the status of the pooling and servicing agreements with ResCap and Mayer Brown (1.6); review of revised drafts of amendments to pooling and servicing agreements and drafts of whole loan agreement amendments (0.6).	2.20
02/12/13	J. Farmer	Revise amendments to servicing agreements.	1.40
02/12/13	D. Bent	Review, revise and distribute Omnibus Amendment No. 2013-1C to all parties (0.5); review precedent, draft and distribute whole loan amendments, including the required opinions thereto (4.3); email response to inquiries from H. Gudmundsson (Mayer Brown) regarding Impac Servicing Agreement (0.2); telephone conferences with D. Coelho-Adams (Seward & Kissel) regarding whole loan amendments (0.4); telephone conference with N. Hanson (Fitch Ratings) regarding Omnibus Amendments and whole loan amendments (0.3); telephone conferences with M. Schoffelen (ResCap) regarding Omnibus Amendments and whole loan amendments (0.2).	5.90
02/12/13	D. Beasley	Respond to requests from Ocwen and Mayer Brown with respect to omnibus amendments and whole loan agreement amendments (4.5); review revised drafts of amendment documents (1.0); respond to requests from whole loan counterparties and trustees (1.0).	6.50

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EXHIBIT I

GMAC Mortgage, LLC
Ally Financial, Inc.
Client/Matter Number: 139697.00002
April 24, 2013

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Date	Name	Services	Time
3/27/13	R.R. Tooley	Review loan files.	2.00
3/27/13	L.S. Welwarth	Work on legal review process.	0.50
3/27/13	L.S. Welwarth	Review loan files.	1.20
3/28/13	G. Apfel	Work on response to U.S. Trustee objection to fee application.	1.50
3/28/13	G. Apfel	Telephone calls with U.S. Trustee and FRB re fee application objection.	0.50
3/28/13	G. Apfel	Team call to review changes to sharepoint and observations reporting process.	3.00
3/28/13	G. Apfel	Work on loan review process.	1.30
3/28/13	G. Apfel	Work on legal review process.	1.10
3/28/13	J.M. Friedman	Team call to review changes to sharepoint and observations reporting process.	3.00
3/28/13	D. Kovsky-Apap	Work on legal review process.	0.50
3/28/13	D. Kovsky-Apap	Team call to review changes to SharePoint and observations reporting process.	3.00
3/28/13	D. Kovsky-Apap	Review loan files.	3.70
3/28/13	D. Kovsky-Apap	Work on response to U.S.T. fee objection.	0.90
3/28/13	K. Kress	Review loan files.	1.70
3/28/13	K. Kress	Team call to review changes to Sharepoint and observations reporting process.	2.70
3/28/13	D. Murphy	Review loan files.	0.20
3/28/13	D. Murphy	Team call to review changes to Sharepoint and observation reporting process.	3.00
3/28/13	D. Murray	Team call to review changes to Sharepoint and observations reporting process.	2.00
3/28/13	W.R. Wagner	Team call to review changes to SharePoint and observations reporting process.	1.50
3/28/13	W.R. Wagner	Review loan files.	4.00
3/28/13	A. Wisotsky	Team call to review changes to Sharepoint and observations reporting process.	1.50
3/28/13	K.B. Braun	Team call to review changes to SharePoint and observations reporting process.	2.80
3/28/13	C. Kimmel	Team call to review changes to share point and observations reporting process.	2.30
3/28/13	L.A. Poltrock	Review loan files.	0.70
3/28/13	L.A. Poltrock	Team call to review changes to SharePoint and observations reporting process.	2.90
3/28/13	B.F. Scotti	Team call to review changes to SharePoint and observations reporting process.	3.00

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Ally Financial, Inc.
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Date	Name	Services	Time
3/28/13	J. VandeWyngearde	Team call to review changes to SharePoint and observations reporting process.	3.00
3/28/13	L.J. Casey	Team call to review changes to SharePoint and observations reporting process.	3.00
3/28/13	L.J. Casey	Review loan files.	1.50
3/28/13	E.L. Coccia	Team call to review changes to SharePoint and observations reporting process	3.10
3/28/13	C.A. DiValentino	Team call to review changes to SharePoint and observations reporting process.	3.00
3/28/13	C.A. DiValentino	Review loan files.	1.00
3/28/13	A.L. Harris	Review loan files.	2.40
3/28/13	A.L. Harris	Team call to review changes to SharePoint and observations reporting process.	3.00
3/28/13	C.B. Holtzman	Team call to review changes to SharePoint and observations reporting process	3.00
3/28/13	A. Mavraganis	Team call to review changes to SharePoint and observations reporting process.	2.90
3/28/13	N.R. Smarr	Team call to review changes to SharePoint and observations reporting process.	2.00
3/28/13	L.S. Welwarth	Team call to review changes to SharePoint and observations reporting process	2.00
3/29/13	G. Apfel	Work on presentation to U.S. Trustee in support of fee application.	3.10
3/29/13	G. Apfel	Review loan files.	4.40
3/29/13	J.M. Friedman	Review loan files.	2.50
3/29/13	D. Kovsky-Apap	Review loan files.	2.20
3/29/13	D. Kovsky-Apap	Work on response to UST's objection to fee application.	4.10
3/29/13	D. Murphy	Review loan files.	2.30
3/29/13	D. Murray	Review loan files.	1.25
3/29/13	W.R. Wagner	Review loan files.	6.00
3/29/13	A. Wisotsky	Review loan files.	1.60
3/29/13	K.B. Braun	Review loan files.	2.20
3/29/13	B.F. Scotti	Review loan files.	4.40
3/29/13	L.J. Casey	Review loan files.	0.50
3/29/13	E.L. Coccia	Review loan files.	3.50
3/29/13	A.L. Harris	Review loan files.	1.40
3/29/13	C.B. Holtzman	Review loan files.	3.10
3/29/13	A. Mavraganis	Review loan files.	3.20
3/29/13	M. Alexsy	Work on loan assignments.	1.60

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GMAC Mortgage, LLC
Ally Financial, Inc.
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Date	Name	Services	Time
3/29/13	M. Alexsy	Work re objections to fee applications.	2.70
3/30/13	D. Kovsky-Apap	Work on response to UST objection to fee application.	1.10
3/30/13	W.R. Wagner	Review loan files.	5.00
3/31/13	G. Apfel	Work on presentation to U.S. Trustee.	2.20
3/31/13	G. Apfel	Review loan files.	4.90
3/31/13	D. Kovsky-Apap	Work on response to UST objection to fee application.	2.00
3/31/13	D. Kovsky-Apap	Review loan files.	1.50
3/31/13	W.R. Wagner	Review loan files.	2.00
3/31/13	C. Kimmel	Review loan files.	1.50

TOTAL CHARGEABLE HOURS 1,093.60

TOTAL FEES \$552,649.25

Meals

Date	Code	Description	Units	Cost	Value
03/11/13	CON1	Out of Town Meals - GARY APFEL - 3/5/13 DINNER	1	20.00	20.00
03/11/13	CON1	Out of Town Meals - GARY APFEL - 3/6/13 DINNER	1	20.00	20.00
03/15/13	CON1	Out of Town Meals - DEBORAH KOVSKY-APAP - TRAVEL TO PHILADELPHIA 3/5-8/13 - LUNCH/SNACKS 3/6/13	1	10.42	10.42
03/25/13	CON1	Out of Town Meals - GARY APFEL - EXPENSES FOR 3/19-21/13 - DINNER WITH ADAM KELLY OF PWC 3/20/13	1	40.00	40.00
03/25/13	CON1	Out of Town Meals - GARY APFEL - EXPENSES FOR 3/19-21/13 - DINNER 3/19/13	1	20.00	20.00
03/25/13	CON1	Out of Town Meals - GARY APFEL - EXPENSES FOR 3/19-21/13 - LUNCH WITH ADAM KELLY OF PWC 3/20/13	1	20.00	20.00

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<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
SubTotal For: Meals					\$130.42

Docket Search

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
03/13/13	DKT3	100112 - 123112 - PACER SERVICE	1	296.60	296.60
03/13/13	DKT3	100112 - 123112 - PACER SERVICE	1	22.70	22.70
SubTotal For: Docket Search					\$319.30

Messenger Service

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
03/19/13	MES4	FedEx: Kenneth S,Ziman & Jo NEW YORK CITY	1	16.83	16.83
03/19/13	MES4	FedEx: Eric J Small, Esq POUGHKEEPSIE	1	16.83	16.83
03/19/13	MES4	FedEx: Larren M Nashelsky, NEW YORK CITY	1	16.83	16.83
03/19/13	MES4	FedEx: Richard M Cieri & R NEW YORK	1	15.53	15.53
03/19/13	MES4	FedEx: Tracy Hope Davis,Lin NEW YORK	1	15.53	15.53
03/19/13	MES4	FedEx: Kenneth H Eckstein, NEW YORK CITY	1	16.83	16.83
03/19/13	MES4	FedEx: Tammy Hamzehpour FORT WASHINGTON	1	16.83	16.83
SubTotal For: Messenger Service					\$115.21

Travel Expense

<u>Date</u>	<u>Code</u>	<u>Description</u>	<u>Units</u>	<u>Cost</u>	<u>Value</u>
03/11/13	TRV1	Travel Expense - GARY APFEL - 3/7/13 CAB FROM LAX TO HOME	1	58.00	58.00
03/11/13	TRV1	Travel Expense - GARY APFEL - 3/5/13 CAB FROM HOME TO LAX	1	58.00	58.00

Pepper Hamilton LLP

Attorneys at Law

Suite 1670
Wells Fargo Tower
333 South Grand Avenue
Los Angeles, CA 90071
213.293.3130

Invoice Number: 10810412
Client/Matter Number: 139697.00002
May 17, 2013

Tammy Hamzehpour, General Counsel
Ally Financial, Inc.
1100 Virginia Drive
Fort Washington, PA 19034

William B. Solomon, Jr., General Counsel
Ally Financial, Inc.
200 Renaissance Center
Detroit, M 48265-2000

Requesting Attorney: Gary Apfel

Federal Identification No. 23-1433012

FOR PROFESSIONAL SERVICES RENDERED through April 30, 2013 as follows

RE: Foreclosure Look Back Review

Date	Name	Services	Time
4/1/13	K. Kress	Review loan files.	2.00
4/1/13	D. Murphy	Review loan files.	2.00
4/1/13	W.R. Wagner	Review loan files.	6.00
4/1/13	K.B. Braun	Review loan files.	0.20
4/1/13	C. Kimmel	Review loan files.	5.00
4/1/13	L.A. Poltrock	Review loan files.	0.80
4/1/13	A.L. Harris	Review loan files.	3.10
4/1/13	C.B. Holtzman	Review loan files.	2.90
4/1/13	N.R. Smarr	Review loan files.	8.30
4/1/13	M. Alexsy	Work on loan assignments.	1.00
4/1/13	M. Alexsy	Work on fee applications.	0.80
4/2/13	G. Apfel	Work on presentation to U.S. Trustee.	1.80
4/2/13	G. Apfel	Review loan files.	3.10
4/2/13	G. Apfel	Prepare for meeting with FRB.	2.10
4/2/13	J.M. Friedman	Review loan files.	2.00
4/2/13	W.R. Wagner	Review loan files.	5.00
4/2/13	K.B. Braun	Review loan files.	0.10
4/2/13	C. Kimmel	Review loan files.	1.50
4/2/13	B.F. Scotti	Review loan files.	1.20
4/2/13	L.J. Casey	Review loan files.	0.80

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Date	Name	Services	Time
4/2/13	E.L. Coccia	Revise detailed summary of Work on Sharepoint Instructions Sheet	0.40
4/2/13	A.L. Harris	Review loan files.	0.60
4/2/13	A. Mavraganis	Review loan files.	1.80
4/2/13	A. Mavraganis	Review loan files.	2.00
4/2/13	M. Alexsy	Work on loan assignments.	1.00
4/2/13	M. Alexsy	Work on fee application.	0.50
4/3/13	G. Apfel	Prepare for meeting with FRB and participate in meeting.	2.60
4/3/13	G. Apfel	Work on loan review process.	1.40
4/3/13	G. Apfel	Prepare presentation to U.S. Trustee re fee application.	1.90
4/3/13	G. Apfel	Conference call with U.S. Trustee re fee application.	1.30
4/3/13	J.M. Friedman	Review loan files.	2.00
4/3/13	R. Hertzberg	Telephone call with D. Kovsky re objection filed to fee request by UST.	0.20
4/3/13	D. Kovsky-Apap	Give presentation to FRB re review process and progress.	0.80
4/3/13	D. Kovsky-Apap	Prepare for and participate in conference call with UST re fee application.	2.80
4/3/13	D. Kovsky-Apap	Review loan files.	1.90
4/3/13	D. Murphy	Review loan files.	2.30
4/3/13	W.R. Wagner	Review loan files.	4.00
4/3/13	C. Kimmel	Review loan files.	0.30
4/3/13	L.J. Casey	Meet with regulators to review loan process.	0.80
4/3/13	L.J. Casey	Review loan files.	4.50
4/3/13	L.J. Casey	Work on loan review process.	1.00
4/3/13	N.R. Smarr	Review loan files.	2.00
4/3/13	M. Alexsy	Work on fee application.	1.80
4/3/13	M. Alexsy	Work on loan assignments.	1.20
4/4/13	G. Apfel	Work on response to U.S. Trustee objection to fee application.	1.20
4/4/13	G. Apfel	Review loan files.	4.10
4/4/13	G. Apfel	Work on legal review.	1.60
4/4/13	G. Apfel	Work on remediation framework.	0.60
4/4/13	J.M. Friedman	Review loan files.	0.50
4/4/13	R. Hertzberg	Review fee application of Pepper and objection filed by the UST.	0.60
4/4/13	R. Hertzberg	Conference call with D. Kovsky and G. Apfel re addressing objections filed by UST to our fee request.	0.60

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Date	Name	Services	Time
4/4/13	R. Hertzberg	Telephone call with G. Apfel re position on doing a supplemental application and process.	0.20
4/4/13	D. Kovsky-Apap	Confer with R. Hertzberg and G. Apfel re responding to UST's objection.	0.50
4/4/13	D. Kovsky-Apap	Telephone conference with S. Henry re adjournment of hearing.	0.10
4/4/13	D. Kovsky-Apap	Review loan files.	0.90
4/4/13	D. Murphy	Review loan files.	1.50
4/4/13	W.R. Wagner	Review loan files.	4.00
4/4/13	L.J. Casey	Review loan files.	0.40
4/4/13	E.L. Coccia	Review loan files.	11.60
4/4/13	A.L. Harris	Review loan files.	3.10
4/4/13	C.B. Holtzman	Review loan files.	3.80
4/4/13	N.R. Smarr	Review loan files.	1.00
4/4/13	L.S. Welwarth	Review loan files.	2.40
4/4/13	S. Henry	Communications with D. Kovsky-Apap re adjournment of April 11 hearing on Pepper fee application	0.30
4/5/13	G. Apfel	Work on response to U.S. Trustee objections.	0.40
4/5/13	G. Apfel	Work on legal review process - Hard stop on stay review; second individual tested; Calculation of BK non default review period; modified review for Chapter 7 with intent to keep property; change in borrower intent; observation language requested by GMAC; treatment of property inspections; telephone calls; credit bureau reports; property preservation and loan modifications; foreclosures on date of bankruptcy petition.	2.20
4/5/13	G. Apfel	Review loan files.	4.50
4/5/13	J.M. Friedman	Review loan files.	1.50
4/5/13	D. Kovsky-Apap	Review multiple loan files to determine applicable stay period and fees information.	2.30
4/5/13	D. Kovsky-Apap	Work on response to UST's objection to fee application.	1.00
4/5/13	D. Kovsky-Apap	Telephone and email to B. Masumoto re adjournment of hearing.	0.20
4/5/13	D. Murphy	Review loan files.	3.50
4/5/13	D. Murray	Review loan files.	0.50
4/5/13	W.R. Wagner	Review loan files.	5.00
4/5/13	K.B. Braun	Review loan files.	1.50
4/5/13	C. Kimmel	Review loan files.	1.20

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Date	Name	Services	Time
4/5/13	L.A. Poltrock	Review loan files.	0.90
4/5/13	B.F. Scotti	Review loan files	2.10
4/5/13	E.L. Coccia	Review loan files.	4.70
4/5/13	C.B. Holtzman	Review loan files.	2.40
4/5/13	A. Mavraganis	Review loan files.	1.80
4/6/13	W.R. Wagner	Review loan files.	3.00
4/6/13	A.L. Harris	Review loan files.	0.60
4/6/13	L.S. Welwarth	Review loan files.	3.20
4/7/13	D. Kovsky-Apap	Review loan files.	2.30
4/7/13	W.R. Wagner	Review loan files.	2.00
4/7/13	B.F. Scotti	Review loan files	1.30
4/7/13	E.L. Coccia	Review loan files.	2.00
4/7/13	C.A. DiValentino	Review loan files.	4.75
4/7/13	L.S. Welwarth	Review loan files.	3.20
4/8/13	G. Apfel	Review loan files.	2.40
4/8/13	J.M. Friedman	Review loan files.	4.00
4/8/13	R. Hertzberg	Conference with D. Kovsky re adjournment of fee hearing and getting UST response and review emails with UST re position on adjournment and new date.	0.30
4/8/13	D. Kovsky-Apap	Review loan files.	0.50
4/8/13	D. Kovsky-Apap	Confer with chambers and UST re adjourning hearing on Pepper fee application.	0.40
4/8/13	D. Kovsky-Apap	Discussion with R. Hertzberg re adjournment of hearing on fee application.	0.30
4/8/13	K. Kress	Review loan files.	4.20
4/8/13	D. Murphy	Review loan files.	4.40
4/8/13	D. Murray	Review loan files.	1.75
4/8/13	W.R. Wagner	Review loan files.	3.00
4/8/13	A. Wisotsky	Review loan files.	0.90
4/8/13	K.B. Braun	Review loan files.	0.60
4/8/13	C. Kimmel	Review loan files.	2.25
4/8/13	L.A. Poltrock	Review loan files.	1.40
4/8/13	B.F. Scotti	Review loan files	8.30
4/8/13	L.J. Casey	Review loan files.	4.10
4/8/13	E.L. Coccia	Review loan files.	4.30
4/8/13	C.A. DiValentino	Review loan files.	5.00
4/8/13	A.L. Harris	Review loan files.	5.00
4/8/13	C.B. Holtzman	Review loan files.	3.30
4/8/13	A. Mavraganis	Review loan files.	4.70
4/8/13	N.R. Smarr	Review loan files.	6.50

UST
Objection

Ally Financial, Inc.

Client/Matter Number: 139697.00002

May 17, 2013

Invoice: 10810412

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Date	Name	Services	Time
4/25/13	K.B. Braun	Review loan files.	0.80
4/25/13	E.L. Coccia	Review loan files.	10.40
4/25/13	C.A. DiValentino	Review loan files.	1.25
4/25/13	C.B. Holtzman	Review loan files.	2.50
4/25/13	A. Mavraganis	Review loan files.	3.40
4/25/13	N.R. Smarr	Review loan files.	3.50
4/25/13	L.S. Welwarth	Review loan files.	2.50
4/25/13	S. Henry	Work on loan assignments	1.00
4/25/13	S. Henry	Work on monthly fee statements	0.70
4/26/13	G. Apfel	Review loan files.	4.30
4/26/13	J.M. Friedman	Review loan files.	4.25
4/26/13	D. Kovsky-Apap	Work on response to UST objection.	2.70
4/26/13	D. Kovsky-Apap	Work on documenting revisions to legal review process based on modifications implemented by PwC.	1.00
4/26/13	D. Kovsky-Apap	Correspondence with PwC re question about sale date discrepancy.	0.10
4/26/13	D. Kovsky-Apap	Correspondence with PwC re status of loan file.	0.10
4/26/13	D. Kovsky-Apap	Review loan files.	1.70
4/26/13	D. Murphy	Review loan files.	2.60
4/26/13	D. Murray	Review loan files.	2.00
4/26/13	W.R. Wagner	Review loan files.	4.00
4/26/13	K.B. Braun	Review loan files.	0.50
4/26/13	E.L. Coccia	Review loan files.	5.00
4/26/13	A.L. Harris	Review loan files.	0.30
4/26/13	C.B. Holtzman	Review loan files.	3.40
4/26/13	N.R. Smarr	Review loan files.	0.70
4/26/13	S. Henry	Work on loan assignments	0.30
4/27/13	W.R. Wagner	Review loan files.	3.00
4/28/13	D. Kovsky-Apap	Review loan files.	1.00
4/28/13	W.R. Wagner	Review loan files.	3.20
4/28/13	C.B. Holtzman	Review loan files.	1.00
4/29/13	G. Apfel	Review loan files.	3.80
4/29/13	G. Apfel	Participate in conference call with PwC and GMAC and Hudco.	0.50
4/29/13	G. Apfel	Work on legal review process - property preservation activities; intent to keep property during stay review period; improper payments; stay period payments.	1.80
4/29/13	G. Apfel	Work on fee application.	0.70
4/29/13	J.M. Friedman	Review loan files.	5.25

UST
objection

Ally Financial, Inc.

Client/Matter Number: 139697.00002

Invoice: 10810412

May 17, 2013

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Date	Name	Services	Time
4/29/13	D. Kovsky-Apap	Participate in conference call with A. Kelly, N. Meliti, G. Apfel and L. Casey re review and analysis of payment histories for remediation purposes.	1.10
4/29/13	D. Kovsky-Apap	Participate in weekly status update call with GMAC.	0.20
4/29/13	D. Kovsky-Apap	Correspondence with G. Apfel and L. Casey re legal question re property preservation activities.	0.20
4/29/13	D. Kovsky-Apap	Review loan files.	1.40
4/29/13	K. Kress	Review loan files.	2.20
4/29/13	D. Murphy	Review loan files.	1.40
4/29/13	D. Murray	Review loan files.	1.25
4/29/13	W.R. Wagner	Review loan files.	4.00
4/29/13	A. Wisotsky	Review loan files.	0.75
4/29/13	K.B. Braun	Review loan files.	0.90
4/29/13	C.A. DiValentino	Review loan files.	3.00
4/29/13	A.L. Harris	Review loan files.	4.10
4/29/13	C.B. Holtzman	Review loan files.	6.30
4/29/13	R.R. Tooley	Review loan files.	4.00
4/29/13	L.S. Welwarth	Review loan files.	5.70
4/29/13	S. Henry	Work on loan assignments	1.10
4/30/13	G. Apfel	Review loan files.	6.60
4/30/13	G. Apfel	Work on legal review process - payment history review.	0.90
4/30/13	G. Apfel	Conference call with FRB, FDIC, PwC and Hudco.	0.80
4/30/13	J.M. Friedman	Review loan files.	3.75
4/30/13	D. Kovsky-Apap	Review loan files.	1.10
4/30/13	D. Kovsky-Apap	Participate in status update conference call with FRB.	0.60
4/30/13	D. Kovsky-Apap	Review draft procedures for analyzing payment history for purposes of determining potential remediation.	0.30
4/30/13	K. Kress	Review loan files.	0.80
4/30/13	D. Murphy	Review loan files.	1.40
4/30/13	D. Murray	Review loan files.	1.00
4/30/13	W.R. Wagner	Review loan files.	3.60
4/30/13	K.B. Braun	Review loan files.	1.10
4/30/13	C. Kimmel	Review loan files.	0.80
4/30/13	R.L. Vanderpool, IV	Review loan files.	0.50
4/30/13	J. VandeWyngearde	Review loan files.	1.00
4/30/13	L.J. Casey	Work on remediation process.	1.50
4/30/13	E.L. Coccia	Review loan files.	4.20

EXHIBIT J

Perkins Coie, LLP

Vague time records (V)

3/21 P. Tracey 1.5 hrs (\$1,027.50) review policy

3/22 Tracey 1.2 hrs. (\$822) review policy

3/25 Tracey 2.4hrs. (\$1,644) review policy file

3/27 Kellner 2.7 hrs. (\$2,430) read documents

3/30 Tracey 1.8 hrs. (\$1233) review policy file

4/3 Podsiaklik 2.5 hrs. (\$1012.5) research

4/4 Podsiadlik 8.9 hrs. (\$3,604.5) finish researching4/4

4/4 Bridgeman 1.5 hrs (\$930) review background materials and research regarding same

Podsiadlik 2 hrs (\$810) finish drafting meail to M. Sharkey

4/8 Sharkey .3 hr. (\$217.5) review research

4/10 Schreiner 2.3 hrs. (\$1138.5) research

4/11 Crandell 6.8 hrs. (\$1805) research

4/11 Schreiner 5.1 hrs. (\$2,524.5) research

4/13 Sharkey .4 hr. (\$290) research

4/23 Podisiadlik 7.2 hrs. (\$2,511) research

4/23 Russell 2.1 hrs. (\$987) research case law

4/24 Fisher 5.6 hrs. (\$2,044) research

4/25 Fisher 5 hrs. (\$1825) research

4/26 Podsiadlik 5.3 hrs. (\$2,146.50) research

4/27 Fisher 6 hrs. (\$2,190) research

4/27 Podsiadlik 7.6 hrs. (\$2,078) research

4/28 Fisher 1.7 hrs. (\$620.50) research

4/28 Podsiadlik 2.5 hrs. (\$1,012.5) research

EXHIBIT K

**Severson
& Werson**

A Professional Corporation
One Embarcadero Center
San Francisco, CA 94111
(415) 398-3344

TAX ID 94-2774518

Invoice No. 343720 JBS

March 27, 2013

Ocwen Financial Corporation
Attn: Natasha I. Campbell
Senior Managing Counsel
1100 Virginia Drive
Mail Code: 190-FTW-L95
Fort Washington, PA 19006

CLIENT 19000 OCWEN Loan Servicing
MATTER 1393 Stovall, Ahn
GMAC Matter No.: 697478

TOTAL AMOUNT DUE \$5,536.65

***** REMITTANCE COPY *****

Please include this page with payment.

Payment is due 30 days of receipt
Disbursements made for your account, for which bills have not yet been received
will appear on a later statement

**Severson
& Werson**

A Professional Corporation
One Embarcadero Center
San Francisco, CA 94111
(415) 398-3344

TAX ID 94-2774518

Invoice No. 343720 JBS

March 27, 2013

Ocwen Financial Corporation

Attn: Natasha I. Campbell

Senior Managing Counsel

1100 Virginia Drive

Mail Code: 190-FTW-L95

Fort Washington, PA 19006

Matter 19000 1393 Stovall, Ahn
GMAC Matter No.: 697478

FOR PROFESSIONAL SERVICES RENDERED 01/01/1994 02/15/2013

Atty	Date	Description	Hours	Rate	Amount
RJG	10/04/12	Analysis and evaluation of title records L120 and potential claims to resolve fraudulently recorded title documents to advise our client regarding the same.	0.30	274.50	82.35
RJG	10/08/12	Correspondence with our client to L120 advise regarding preliminary case investigation issues.	0.30	274.50	82.35
DL	10/09/12	Analyze background of fraudulently L110 recorded reconveyances on property and prepare initial strategy re clearing title on property.	0.50	288.00	144.00
LJT	10/12/12	Research title records and Tulare L110 County Grantor/Grantee Index to update status of title and compile and review new title records to update title chronology.	0.70	130.50	91.35
LJT	10/13/12	Prepare updated chronology and title L110 notebook.	1.20	130.50	156.60
MKS	10/15/12	Stovall - Analysis of claims and prayers L190 for relief and of Final Supplemental Order from bankruptcy court for purposes of revisiting need for updated Notice of Bankruptcy Stay.	0.30	270.00	81.00
DL	10/22/12	Analyze title chronology re multiple L110 fraudulent recorded documents and research entities involved in recording of documents.	0.70	288.00	201.60
DL	10/24/12	Prepare memorandum to client re L190	0.50	288.00	144.00

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Severson & Werson

A Professional Corporation
One Embarcadero Center
San Francisco, CA 94111
(415) 398-3344

TAX ID 94-2774518

Invoice No. 343720 CLIENT OCWEN Loan Servicing Page 2
MATTER Stovall, Ahn

		review of fraudulently recorded documents and strategy for clearing title on property.				
DL	11/02/12	Prepare case update on chart for client.	L190	0.10	288.00	28.80
DL	11/07/12	Exchange correspondence with borrower's prior counsel re recording of fraudulent documents on property and prepare correspondence to client re same.	L190	0.30	288.00	86.40
DL	12/06/12	Research backgrounds of possible defendants in quiet title action.	L110	0.60	288.00	172.80
DL	12/06/12	Draft letter to Chase Merritt re its purported involvement in assignment of fraudulently recorded documents.	L110	0.80	288.00	230.40
DL	12/07/12	Revise letters to Chase Merritt and draft letter to Jasco Consulting and prepare correspondence to client re same.	L110	1.30	288.00	374.40
DL	12/13/12	Analyze correspondence from client re background of plaintiff's conduct in case.	L110	0.20	288.00	57.60
DL	12/17/12	Exchange correspondence with Jasco consulting re it purchasing property from Green Eagle Investments and title issues with property.	L110	0.40	288.00	115.20
DL	12/18/12	Exchange correspondence with client re communications with Jasco consulting re its purchase of property, preparing complaint and obtaining litigation guaranty.	L110	0.40	288.00	115.20
DL	12/18/12	Draft complaint for quiet title, declaratory relief, slander of title and cancellation of instruments.	L210	2.20	288.00	633.60
DL	12/19/12	Work on conflicts checks of possible defendants named in complaint.	L110	0.20	288.00	57.60
DL	12/20/12	Strategy re naming certain defendants in complaint and further draft and revise complaint for quiet title re fraudulent documents and prepare correspondence to client re same.	L210	3.10	288.00	892.80
DL	12/24/12	Exchange correspondence with client re adding claim for assignment of rents, naming of certain defendants in complaint and alleging causes of action	L210	1.20	288.00	345.60

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Severson & Werson

A Professional Corporation
One Embarcadero Center
San Francisco, CA 94111
(415) 398-3344

TAX ID 94-2774518

Invoice No. 343720 CLIENT OCWEN Loan Servicing Page 3
MATTER Stovall, Ahn

		in complaint.				
DL	12/30/12	Research and revise complaint re possible rent skimming and assignment of rents.	L210	1.20	288.00	345.60
DL	12/30/12	Prepare case update for client on case chart.	L110	0.10	288.00	28.80
DL	01/02/13	Further draft and revise complaint re rent skimming allegations and prepare correspondence to client re same.	L210	1.20	288.00	345.60
DL	01/16/13	Work on drafting summons, civil case coversheet and review local rules re filing of complaint.	L430	0.40	288.00	115.20
DL	01/30/13	Check status of filing of complaint for quiet title.	L110	0.10	288.00	28.80
DL	02/04/13	Check status of filing of complaint and prepare correspondence to client re service of complaint.	L110	0.20	288.00	57.60
DL	02/11/13	Work on service of complaint on Stovall and Chase Merritt.	L110	0.30	288.00	86.40
		TOTAL		18.80		\$5,101.65

COSTS & EXPENSES

01/31/13	Clerk of the Court -D; Court and Filing Fees; Filing Fee. Complaint. Draft#29771 1/18/13	435.00
	TOTAL COSTS & EXPENSES	\$435.00

BILLING SUMMARY

Task Code and Description	Hours	Amount
L110 Fact Investigation/Development	7.70	\$1,918.35
L120 Analysis/Strategy	0.60	\$164.70
L190 Other Case Assessment	1.20	\$340.20
L210 Pleadings	8.90	\$2,563.20
L430 Written Motions/Submissions	0.40	\$115.20
TOTAL	18.80	\$5,101.65

Timekeeper	Position	Hours	Rate	Value
Liu, David	DL Associate	16.00	288.00	\$4,608.00
Tarwater, Linda	LJT Paralegal	1.90	130.50	\$247.95
Sullivan, Mary Kate	MKS Member	0.30	270.00	\$81.00
Gandy, Robert	RJG Special Counsel	0.60	274.50	\$164.70

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**Severson
& Werson**

A Professional Corporation
One Embarcadero Center
San Francisco, CA 94111
(415) 398-3344

TAX ID 94-2774518

Invoice No. 343720 CLIENT OCWEN Loan Servicing Page 4
MATTER Stovall, Ahn

Total	18.80	\$5,101.65
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FEES	\$5,101.65
COSTS & EXPENSES	\$435.00
TOTAL THIS INVOICE	\$5,536.65

Payment is due 30 days of receipt
Disbursements made for your account, for which bills have not yet been received
will appear on a later statement

28771

CASE/CLIENT	DATE	CLIENT	MATTER	PURPOSE
Guarac / Stival	1/18/13	19000	1353	Filing fee - Complaint

(VOID 60 DAYS AFTER DATE)

16-49
1220

PAY TO THE
ORDER OF

Clerk of the Court

THE SUM OF

Four hundred thirty-five and 00/100

DOLLARS \$ 435.00

PAYABLE THROUGH

PAYEE IS AUTHORIZED TO INSERT CORRECT AMOUNT NOT TO EXCEED \$1000.00.

UnionBank

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Payable at any Union Bank branch including
400 California Street, San Francisco, CA 94101
(800) 826-2659 unionbank.com

SEVERSON & WERSON
A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW

NON-NEGOTIABLE

BY

ONE EMBARCADERO CENTER 26th FLOOR - SAN FRANCISCO, CA 94111 - (415) 398-3344
19100 VON KARMAN, SUITE 700 - IRVINE, CA 92612 - (949) 442-7110

EXHIBIT L



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
01/25/13	MA	question from Kramer S. Ettari) on the formation of ResCap. Responded to Kramer request for AP work product and TARP related materials. Conducted research on GMAC's TARP application.	2.20
01/25/13	MSE	Prepare schedules of consolidating mortgage operations balance sheet.	1.60
01/25/13	MSE	Review historical mortgage operations capital activity.	1.10
01/25/13	MSE	Prepare analysis of GMAC Bank Tier 1 capital ratios.	1.80
01/25/13	MSE	Research relativity for TARP related documents.	0.60
01/25/13	MSE	Review TARP capital contributions presentation with AP Team (including M. Landy and M Arango)	1.10
01/25/13	TMT	Review of draft ResCap proposal for TARP	1.10
01/25/13	TMT	Review of SIGTARP report on GMAC's use of TARP funds	1.00
01/25/13	SEK	Conducted relativity searches for documents related to ResCap R&W/EPD Reserves	3.50
01/25/13	MEL	Review TARP analysis to plan for update.	1.00
01/25/13	MEL	Meet with D. O'Connor, M. Arango, and M Eisenberg to discuss Ally presentation and required follow-up.	1.10
01/25/13	SC	Document search and review related to GMAC TARP application	3.00
01/28/13	SC	Document review of internal audit reports	3.60
01/28/13	SC	Document review of internal audit reports	4.40
01/28/13	SEK	Conducted relativity searches for documents related to ResCap R&W/EPD Reserves	4.00
01/28/13	SEK	APLLP call to discuss R&W/solvency analysis	0.60
01/28/13	HK	Follow-up on Examiner questions regarding selected reasonably equivalent value questions on selected transactions.	2.00
01/28/13	DO	Review Committee counsels updating memos.	0.20
01/28/13	TMT	Review of capital contributions made to ResCap in the quarter ended March 31, 2008	0.80
01/28/13	DO	Analyze ResCap payments/transfers of volume to A.F.I./Ally to assess offsets to capital contributions by Ally to ResCap.	0.60

lumped



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-11

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
01/15/13	AM	Work on updating of transaction deck for Resort Finance sale.	4.80
01/16/13	MA	Reviewed updated Cerberus investigations deck.	1.00
01/16/13	MA	Reviewed documents related to Resort Finance sale and reviewed draft updated investigations deck.	0.50
01/16/13	BPJ	Updated Cerberus Model Home asset sale deck.	1.30
01/16/13	AM	Update of transaction deck for resort finance sale, share with M. Arango.	4.60
01/16/13	AM	Search Relativity for information on Resort Finance sale	1.80
01/16/13	AM	Review of Bear Stearns presentation dated January 13 2008 related to the Resort Finance sale.	1.30
01/17/13	AM	Search Relativity for transaction documents relating to Fortress sale	1.40
01/17/13	AM	Review of transaction deck for European platform sale to Fortress.	1.20
01/17/13	AM	Review of financial statements for ResCap in 2009 and 2010 for information relating to European platform sale	1.00
01/17/13	AM	Review of documents downloaded from Relativity relating to Fortress sale	1.20
01/17/13	AM	Review of financial statements for Ally in 2009 and 2010 for information relating to European platform sale	0.80
01/17/13	MA	Reviewed draft updated Resort Finance investigations presentation.	1.00
01/17/13	SC	Search for documents related to Excessive Servicing Rights sale	3.00
01/18/13	MA	Reviewed draft Moelis presentation on mortgage-related agreements between GMACM and GMAC Bank.	1.00
01/18/13	MA	Discussed next steps on transaction reviews with S. Chu (Excess Servicing Rights and MSR Facility), T. Muzzin (European Mortgage platform and Broker Dealer) and S. Alter/S. Katzman (LOC, revolver and Health Capital).	1.50
01/18/13	SC	Reviewed documents related to Excessive Servicing Rights and updated the deck	3.80
01/18/13	SC	Reviewed documents related to Excessive Servicing Rights and updated the deck	4.20

lumped



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-11

Re: Forensic Investigation - Pre-petition Related Party Asset Sales
Client/Matter # 007351.00022

Date	Consultant	Description of Services	Hours
01/22/13	DO	Analyze financial impact to ResCap of the non market attributes of the MSR SWAP, Pipeline SWAP and Master Mortgage Loan Purchase and Sale Agreements.	0.60
01/23/13	SMA	Discussions with S. Katzman regarding significant transaction memos.	0.60
01/23/13	AM	Review of Ally financial statements for 2008 and 2009 for information on broker dealer sale	0.70
01/23/13	AM	Review of broker dealer transaction deck.	1.20
01/23/13	AM	Review of ResCap financial statements for 2008 and 2009 for information on broker dealer sale	0.80
01/23/13	AM	Search Relativity for information on broker dealer sale	1.70
01/23/13	AM	Review of emails located from Relativity relating to broker dealer sale	1.10
01/23/13	AM	Review of loan agreement between GMAC and ResCap relating to broker dealer sale advancement	1.30
01/24/13	AM	Review of documents relating to broker dealer sale downloaded from Relativity	1.40
01/24/13	AM	Update of transaction deck for broker dealer sale	3.40
01/24/13	SC	Updating the factoring deck with newly found due diligence information	2.50
01/24/13	SC	Document search and review of summaries on factoring agreement	4.40
01/24/13	SMA	Review Health Capital presentation for additional documentation	1.10
01/24/13	SMA	Update Health Capital presentation for KL.	3.40
01/24/13	SEK	Updated Health Capital presentation	1.00
imped 01/24/13	MA	Reviewed documents related to factoring facility due diligence. Reviewed and revised draft investigations deck.	3.00
01/24/13	MA	Reviewed draft Health Capital investigations deck.	0.50
01/24/13	MA	Reviewed and updated draft MSR facility deck and chronology.	2.00
01/24/13	MA	Reviewed draft investigations deck for the US Broker Dealer/UK holding company sale to GMACCF.	0.50
01/25/13	MA	Reviewed updated investigations decks for Broker-Dealer,	2.00



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-12

Re: Ediscovery Consulting
Client/Matter # 007351.00023

Date	Consultant	Description of Services	Hours	
01/03/13	PCH	Updated production tracking chart; set up access for client reviewer; reran search term reports for current batches; discussed results of same with client and with J. Natividad; discussed search issue with FAS members to help create review pool.	5.10	lumped
01/04/13	PCH	Updated production tracking chart; fixed loading errors from previous productions.	1.80	lumped
01/06/13	PCH	Worked with client on issues with Relativity; contacted client's tech support to help client access documents.	0.90	lumped
01/10/13	PCH	Batched documents based on latest set of search terms and clusters designated by the client; collected load and production information for J. Natividad.	4.50	lumped
01/13/13	PCH	Reviewed J. Natividad's searches regarding search term hits and batch counts.	1.50	
01/14/13	JN	Create report on new search terms, per the request of Sam Ford at Kramer Levin.	1.20	
01/14/13	JN	Run updated search terms per the request of Sam Ford at Kramer Levin.	5.40	
01/15/13	PCH	Worked with client associate to formulate saved searches; QC'd latest production loads; updated client's project manager on all productions loaded into the review database to date; worked with client to obtain Citrix access; created tags for paralegal review.	3.40	lumped
01/17/13	JN	Perform updated version 3 searches per the request of Sam Ford at Kramer Levin.	4.00	
01/17/13	JN	Report and batch version 3 search terms per the request of Sam Ford at Kramer Levin.	2.00	
01/18/13	JN	Produce requested documents in PDF format per the request of Sam Ford at Kramer Levin.	1.00	
01/23/13	JN	Perform Relativity searches per the request of Sam Ford at Kramer Levin.	1.50	
01/28/13	JN	Perform version 4 search terms per the request of Sam Ford at Kramer Levin.	1.20	
01/29/13	JN	Produce requested documents in PDF format per the request of Sam Ford.	1.10	
Total Hours			34.60	



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-15

Re: Forensic Investigation - June 2008 Restructuring
Client/Matter # 007351.00026

Date	Consultant	Description of Services	Hours
01/21/13	SEK	Updated LOC and Revolver chronology with STMs	3.00
01/21/13	SMA	Analysis of KL Revolver and LOC paydown request	3.20
01/21/13	SMA	Analysis of significant transaction summary memos.	3.60
01/21/13	SMA	Review updated LOC presentation and discussion with M. Arango regarding LOC presentation revisions.	1.00
01/21/13	MA	Reviewed draft updated LOC deck and chronology and discussed with S. Alter	1.00
01/21/13	MA	Discussed LOC related questions by email and over the phone with S. Ettari (Kramer).	0.50
01/21/13	MA	Researched question for Kramer on the revolver and LOC facilities through review of documents in relativity.	2.00
01/21/13	SMA	Analysis of borrowing base tracking schedule.	1.60
01/22/13	SMA	Analysis of debt forgiveness significant transaction memo	1.40
01/22/13	SMA	Analysis of ally bank as direct seller significant transaction memos	1.80
01/22/13	MA	Reviewed revised LOC chronology and deck.	0.50
01/22/13	SC	Document research and review of Barclays MSR facility term sheet and related emails	2.40
01/22/13	SC	Search and review Significant Transaction Memos related to the MSR facility	3.60
01/22/13	SMA	Review significant transaction memos and create workplan	0.40
01/22/13	SMA	Analysis of MSR swap significant transaction memo	0.40
01/22/13	SMA	Analysis of brokering consumer loans significant transaction memo	1.10
01/22/13	SEK	Compiled LOC drawdown/advance analysis	3.00
01/23/13	SMA	Analysis of LOC significant transaction memos	2.40
01/23/13	SC	Updated the MSR deck with new information found	3.90
01/23/13	SC	Updating the MSR deck	4.10
01/23/13	SMA	Analysis of loans brokered by GMACM significant transaction memos	1.20
01/24/13	SMA	Summary analysis of significant transaction memos	4.20
01/25/13	AM	Review work plan and schedule re: potential solvency adjustments	0.40

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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-10

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours	
02/06/13	SC	Performed relativity searches on 2006 dividends and updated capital contribution deck.	3.80	
02/06/13	SC	Performed relativity searches on 2006 dividends and updated capital contribution deck.	4.20	
02/06/13	SMA	Analysis of Ally capital contributions to Rescap.	5.90	
02/06/13	SMA	Discussions with M. Landy regarding capital contributions presentation.	1.00	
02/07/13	SMA	Discussions with M. Arango regarding revisions to capital contribution presentation.	0.50	
02/07/13	MA	Reviewed documents provided by Kramer Levin.	1.00	
02/07/13	SC	Prepared source documents for the capital contribution deck.	4.20	
02/07/13	SC	Research on 2006 dividends paid.	3.80	
02/07/13	MA	Reviewed draft document provided by Kramer and discussed upcoming call with A&M/Cleary with M. Landy.	1.40	lumped
02/07/13	DO	Review updated capital contribution analyses including inter-company transfers/charges.	1.10	
02/07/13	MA	Discussed draft documents and status of various work streams with S. Ettari (Kramer).	0.70	Vague
02/07/13	MA	Discussed next steps on capital contributions deck with S. Alter and M. Landy.	0.50	
02/07/13	MA	Make revisions to draft capital contributions analysis.	1.10	
02/07/13	DO	Review Committee updated (prepared by KL) and related attached analyses and draft pleadings.	0.20	
02/07/13	MA	Conducted research on 2006 dividends paid by ResCap.	1.60	
02/07/13	MA	Conducted relativity searches for pre-June 2008 TNW requirement.	1.80	
02/07/13	MA	Reviewed status of analyses and updated investigations workplan	0.70	vague
02/07/13	MA	Discussed various topics with Cleary (J. Opolsky), A&M (A. Sagat and D. Coles) and Kramer (D. Mannal, S. Ettari and C. Siegel).	0.70	
02/07/13	SMA	Analysis of capital contributions	7.10	
02/08/13	MA	Conducted relativity searches related to ResCap tangible net worth covenant requirements.	3.50	



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Invoice # 2047285-10

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
		contribution	
02/12/13	WW	Review ResCap 10Q for secured debt and collateral disclosure	2.20
02/12/13	SMA	Discussions with M. Arango regarding capital contribution analysis.	0.70
02/12/13	MA	Revise draft capital contributions deck.	3.80
02/12/13	MA	Discussed next steps on capital contributions deck with S. Alter.	0.70
02/12/13	DO	Review committee update memo prepared by Kramer Levin and relevant pleadings attached.	0.40
02/13/13	MA	Prepared for meeting with Kramer on solvency. Reviewed draft A&M solvency analysis and various AlixPartners work streams.	2.30
02/13/13	MA	Discussed ResCap debt repayments on Ally facilities with A. Sagat (A&M)	0.30
02/13/13	MA	Researched ResCap financial statements related to debt forgiveness.	0.70
02/13/13	MA	Meeting with Kramer (G. Horowitz, C. Siegel, J. Rochon, N. Simon and S. Ettari) to discuss solvency analysis.	3.20
02/13/13	MA	Follow-up with investigations team after meeting with Kramer.	1.50
02/13/13	SMA	Review of TARP assistance	2.30
02/13/13	SMA	Executive summary for capital contribution presentation	0.40
02/13/13	SEK	Reviewed capital contributions deck	1.20
02/14/13	SEK	Reviewed capital contributions deck	1.40
02/14/13	SMA	Discussions with M. Arango regarding capital contributions presentation	0.30
02/14/13	DO	Review Committee updates and related pleadings and attachment.	0.40
02/14/13	MA	Conducted research on putback expense projections for the banking industry.	1.00
02/14/13	MA	Reviewed credit ratings reports and bank analyst reports on ResCap.	3.00
02/14/13	MSE	Review historical solvency analysis calculations.	0.60

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Invoice # 2047285-10

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours	
02/15/13	SMA	Analysis of Rescap tangible net worth covenants	3.40	
02/15/13	MA	Researched bank analyst reports on ResCap. Prepared summary of findings.	3.50	lumped
02/15/13	SEK	Reviewed Ally capital contributions presentation	1.20	
02/19/13	MSE	Research ResCap valuation testimony reports from PACER.	0.70	
02/19/13	MA	Reviewed draft examiner submission and researched open items.	3.50	lumped
02/19/13	SMA	Analysis of disclosures related to tangible net worth covenant	0.90	
02/19/13	MA	Reviewed relativity documents related to ResCap's EPD and R&W liability and draft summary of findings.	1.00	lumped
02/20/13	MA	Researched interest payments on related party debt facilities.	3.10	
02/20/13	MA	Researched tax related documents per A&M request.	0.80	
02/20/13	MA	Researched investor presentations on open items related to solvency.	0.50	
02/21/13	MA	Reviewed documents provided by Kramer and prepared summary of observations.	2.00	
02/21/13	MA	Reviewed document provided by Kramer. Conducted related relativity searches and discussed findings with S. Ettari (Kramer).	1.50	lumped
02/22/13	MA	Conducted research on bank analyst reports for ResCap.	1.00	
02/22/13	MA	Prepared for meeting with Kramer. Reviewed draft work product and email on open questions from Kramer.	1.50	lumped
02/26/13	MA	Reviewed documents identified by Kramer. Conducted related research on Relativity and prepared summary of findings.	1.80	lumped
02/27/13	MA	Researched dividend issue for C. Siegel (Kramer).	1.50	
02/27/13	MA	Reviewed documents for Kramer related to Examiner submission. Conducted additional relativity searches and prepared responses to questions.	2.10	lumped
02/28/13	MA	Reviewed document provided by K. Denk (Kramer). Conducted related relativity research. Discussed document with K. Denk and reviewed draft Kramer work product.	2.00	lumped
02/28/13	MA	Reviewed draft examiner submission.	1.70	



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2046650-9

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
01/07/13	SMA	Review of October 2010 Ally Bank Strategic and Business Plans	1.20
01/07/13	SMA	Review GMAC Q4 2009 MCRC presentation	0.40
01/07/13	SMA	Review of Rescap BoD minutes	0.40
01/07/13	MSE	Follow-up call with Moelis (S. Hasan) regarding Ally Bank MSR valuations.	0.60
01/07/13	MSE	Research 2009 Ally Bank MSR value changes.	1.30
01/07/13	MSE	Call with Moelis (S. Hasan) regarding Ally Bank MSR value.	0.30
01/08/13	DO	Review attachments to R. Ringer's email (various pleadings, press release and notices).	0.50
01/08/13	DO	Review email from R. Ringer summarizing issues for weekly U.C.C. call.	0.10
01/08/13	MSE	Prepare schedule of Ally Bank capital ratio analysis.	1.30
01/08/13	MA	Discussed status of pending work streams with various members of investigations team.	1.50
01/08/13	MA	Conducted additional research on GMAC capital contributions to ResCap and prepared summary of findings for Kramer.	3.50
01/09/13	MA	Reviewed 2010 and 2011 GMAC board minutes.	1.70
01/09/13	MA	Reviewed draft work product.	1.50
01/09/13	SEK	Prepared analysis relating to Automotive and Mortgage divisions of Ally Bank	2.50
01/09/13	SEK	Conducted relativity searches relating to Automotive and Mortgage divisions of Ally Bank	1.00
01/10/13	MA	Reviewed document provided by S. Ettari and prepared summary of findings.	1.40
01/10/13	MA	Discussed next steps with S. Ford (Kramer).	0.50
01/10/13	MA	Reviewed Investigations workplan	1.50
01/10/13	MEL	Begin development of presentation for UCC related to investigation of capital contributions.	1.80
01/10/13	MEL	Analysis of e-mail requested by S. Ettari.	0.70
01/10/13	MA	Reviewed documents provided by Kramer for upcoming meeting.	2.00

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Residential Capital, LLC
1177 Avenue of the Americas
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Invoice # 2047285-10

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours
02/01/13	MEL	Meeting with D. O'Connor to discuss approach to recovery analysis requested by KL.	1.00
02/01/13	MEL	Review status of investigation-related activities.	2.50
02/01/13	MEL	Review Relativity documents to consider in updated solvency analysis.	1.20
02/01/13	DO	Review I.G.'s report to Ally Financial.	0.40
02/01/13	DO	Map assertions in I.G.'s Report on Ally Financial to Committee and AFT's base line presentations and summarize variances.	0.80
02/01/13	MA	Reviewed draft work product and updated investigations workplan.	1.50
02/01/13	MA	Reviewed documents provided by Kramer and assigned workstreams for analysis.	1.00
02/01/13	MA	Reviewed documents related to R&W liability and EPDs and provided summary to Kramer.	1.50
02/01/13	DO	Meeting with Marc Landy regarding recovery analysis	1.00
02/03/13	MA	Responded to email questions from S. Ettari and C. Siegel (Kramer).	0.50
02/04/13	MEL	Review status of updated capital contributions analysis.	3.20
02/04/13	MA	Conducted relativity searches for documents related to ResCap liquidation analysis	1.50
02/04/13	MA	Reviewed draft capital contributions presentation and discussed updates with S. Alter.	0.70
02/04/13	MA	Reviewed numerous relativity documents (presentations prepared by ResCap advisors in 2008 and 2009).	2.00
02/04/13	MA	Discussed next steps on capital contributions deck with S., Chu.	0.50
02/04/13	MA	Reviewed numerous relativity documents (related to GMAC TARP program).	1.50
02/04/13	HK	Review solvency and liquidity analysis and prepare considerations.	0.90
02/04/13	DO	Review email note and attachments updating committee on sale process, court pleadings and case status.	0.50
02/04/13	MA	Reviewed GMAC 2007 BOD minutes for capital	0.50

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Invoice # 2047285-10

Re: Forensic Investigation - General
Client/Matter # 007351.00020

Date	Consultant	Description of Services	Hours	
02/06/13	SC	Performed relativity searches on 2006 dividends and updated capital contribution deck.	3.80	
02/06/13	SC	Performed relativity searches on 2006 dividends and updated capital contribution deck.	4.20	
02/06/13	SMA	Analysis of Ally capital contributions to Rescap.	5.90	
02/06/13	SMA	Discussions with M. Landy regarding capital contributions presentation.	1.00	
02/07/13	SMA	Discussions with M. Arango regarding revisions to capital contribution presentation.	0.50	
02/07/13	MA	Reviewed documents provided by Kramer Levin.	1.00	
02/07/13	SC	Prepared source documents for the capital contribution deck.	4.20	
02/07/13	SC	Research on 2006 dividends paid.	3.80	
02/07/13	MA	Reviewed draft document provided by Kramer and discussed upcoming call with A&M/Cleary with M. Landy.	1.40	lumped
02/07/13	DO	Review updated capital contribution analyses including inter-company transfers/charges.	1.10	
02/07/13	MA	Discussed draft documents and status of various work streams with S. Ettari (Kramer).	0.70	Vague
02/07/13	MA	Discussed next steps on capital contributions deck with S. Alter and M. Landy.	0.50	
02/07/13	MA	Make revisions to draft capital contributions analysis.	1.10	
02/07/13	DO	Review Committee updated (prepared by KL) and related attached analyses and draft pleadings.	0.20	
02/07/13	MA	Conducted research on 2006 dividends paid by ResCap.	1.60	
02/07/13	MA	Conducted relativity searches for pre-June 2008 TNW requirement.	1.80	
02/07/13	MA	Reviewed status of analyses and updated investigations workplan	0.70	vague
02/07/13	MA	Discussed various topics with Cleary (J. Opolsky), A&M (A. Sagat and D. Coles) and Kramer (D. Mannal, S. Ettari and C. Siegel).	0.70	
02/07/13	SMA	Analysis of capital contributions	7.10	
02/08/13	MA	Conducted relativity searches related to ResCap tangible net worth covenant requirements.	3.50	



Residential Capital, LLC
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Invoice # 2047285-11

Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
02/01/13	DO	Analyze Rep & Warranty Liability at June 2008.	0.60
02/01/13	DO	Review insolvency issues, including assessment of a ResCap June, 2008 chapter 11 filing and hypothetical impact/recovery for creditors.	1.00
02/01/13	DO	Analyze updates to Insolvency analysis for submission to Examiner	1.10
02/01/13	DS	Researched Bloomberg for Credit Default Swap pricing data for ResCap and Ally from 2007-2012.	3.10
02/01/13	DS	Analysis of Credit Default Swap data pulled from Bloomberg.	2.60
02/04/13	SEK	Conducted relativity searches for GMAC Bank consolidated financials	1.60
02/04/13	DS	Correspondence with Jarod Kimble (AP) and research re: futures contract prices	0.50
02/04/13	SEK	Prepared presentation slides related to GMAC Bank Mortgage/Auto division analysis	2.00
02/04/13	JLK	Bloomberg and other research associated with futures contracts on Case-Shiller Index	2.50
02/04/13	MEL	Review solvency analysis.	1.30
02/04/13	MEL	Revise solvency analysis.	5.50
02/04/13	DO	Analyze ResCap liquidity needs during the period 4th Qtr. 2006, 2007, 2008 and first half of 2008.	0.80
02/04/13	DO	Analyze economic indicators 2006, 2007, and 2008 and map to ResCap liquidity factors considered in the insolvency analysis.	0.50
02/04/13	DO	Review updated insolvency analysis.	0.90
02/04/13	TMT	Analysis of Sillman representation and warranty liability in connection with solvency analysis	1.80
02/04/13	SMA	Review GMAC bank segment analysis	0.70
02/04/13	SMA	Analysis of GMAC bank BOD packages	2.80
02/04/13	SMA	Review of Fitch analysis	0.40
02/04/13	SMA	Analysis of GMAC bank BOD minutes	0.30
02/04/13	HK	Analyze updated AlixPartners prepared solvency analysis	2.70

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Invoice # 2047285-11

Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
		liability.	
02/13/13	TMT	Analysis of Sillman loss calculation versus estimated losses of December 2007	2.60
02/13/13	TMT	Meeting regarding solvency analyses performed to date at Kramer Levin (Norm Simon, Greg Horowitz, Jen Rochon, Sam Ettari)	2.50
02/13/13	TMT	Update solvency workplan following meeting at Kramer Levin	1.20
02/13/13	TMT	Analysis of ResCap assets used as security for debt as of December 2007	1.90
02/13/13	HK	Present preliminary solvency analysis to Kramer Levin (Simon, et al).	2.80
02/13/13	HK	Review documents underlying solvency analysis.	3.60
02/13/13	SC	Document search and review for 2006 EPD(Early Payment Default) issue.	3.60
02/13/13	SC	Document search and review for 2006 EPD issue	4.40
02/13/13	MA	Reviewed updated GMAC Bank equity roll-forward analysis.	0.50
02/13/13	MEL	Prepare for meeting at KL (N. Simon, et al) to discuss solvency.	2.50
02/13/13	MEL	Participate in meeting at KL (N. Simon, et al) to discuss solvency.	3.20
02/13/13	MEL	Develop approach for updated solvency analysis.	1.80
02/14/13	MEL	Review progress on updated solvency analysis.	3.50
02/14/13	MSE	Develop solvency calculations relating to ResCap financial statements.	1.10
02/14/13	MSE	Prepare analysis of historical CDS spreads of ResCap re: solvency	2.30
02/14/13	MA	Discussed next steps on solvency analysis with investigations team.	1.00
02/14/13	SC	Document search and review for 2006 EPD issue.	4.30
02/14/13	JLK	Updated bank guideline approach comparable company analysis; pulled data from Bloomberg and CapIQ	2.80

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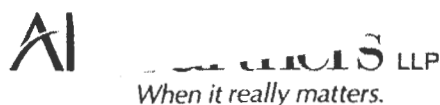
Invoice # 2047285-11

Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
02/14/13	SC	Document search and review for R&W.	3.70
02/14/13	TMT	Analysis of ResCap assets used as security for debt	2.00
02/14/13	TMT	Analysis of ResCap debt discount	3.50
02/14/13	TMT	Calculation of the weighted average debt discount on ResCap publicly traded debt	2.80
02/14/13	TMT	Review of Litigating Solvency	1.80
02/14/13	DO	Review use of market multiples and debt discount for solvency	0.40
02/14/13	DO	Analyze 2006 - 2008 ratings of ResCap, CountryWide, IndyMac to assess market indicators of insolvency, liquidity issues and R&W liability.	0.60
02/14/13	DO	Analyze reasonable value issues with regard to ResCap to /from Ally transactions.	1.20
02/14/13	DO	Review Tousa case provided by counsel in order to map market and other empirical data points to insolvency analysis.	0.80
02/15/13	DO	Review cases provided by counsel providing insolvency guidelines and protocols for use of market data.	0.80
02/15/13	DO	Review insolvency articles and text provided by counsel to restructure our current approach to analyzing insolvency.	1.10
02/15/13	DO	Analyze various Credit Research and Analysts reports regarding ResCap's Recovery, liquidity, cash flow/burn and valuations.	1.50
02/15/13	SC	Relativity searches and review for 2006 EPD issue.	2.60
02/15/13	SC	Summarized 2006 EPD issue for reporting.	2.40
02/15/13	MEL	Research debt prices in connection with solvency analysis.	2.50
02/17/13	TMT	Review of analyst reports related to ResCap's financial statements	1.50
02/18/13	HK	Review and consider materials received from Kramer Levin regarding solvency measures.	1.30
02/18/13	MEL	Review status of solvency analysis.	1.50
02/19/13	MEL	Revise solvency analysis.	4.20
02/19/13	MSE	Reviewed ResCap credit rating reports as they relate to	1.20

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Invoice # 2047285-11

Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours	
02/20/13	TMT	Review of IndyMac 2007 annual report	0.70	
02/20/13	TMT	Review of documents supporting ResCap's representation and warranty liability disclosure in Q1 2012	1.80	
02/20/13	TMT	Review of Washington Mutual 2007 annual report	0.40	
02/20/13	TMT	Review of Countrywide 2007 annual report	0.30	
02/20/13	HK	Make revisions to solvency analysis.	1.40	vague
02/20/13	MA	Conducted relativity searches related to solvency analysis.	1.70	vague
02/20/13	MEL	Revise solvency analysis.	5.80	vague
02/21/13	MEL	Prepare for solvency discussion with KL.	0.50	
02/21/13	MA	Reviewed approach to draft solvency analysis.	2.00	vague
02/21/13	MA	Conducted research on ResCap comparables for solvency analysis.	2.50	
02/21/13	MJB	Reviewed valuation analysis for GMAC Bank	0.50	
02/21/13	TMT	Analysis of ResCap's fair market value of equity during 2007 based on the trading prices of market comparables	2.30	
02/21/13	TMT	Review of Countrywide 2007 annual report	0.50	
02/21/13	TMT	Preparation of presentation regarding ResCap's debt discount and equity	2.60	
02/21/13	DO	Review updated solvency analysis; comparable/peer group of ResCap and Debt Discount methodology.	0.60	
02/21/13	DO	Analyze cases and legal articles provided by counsel for use in solvency analysis.	1.20	
02/21/13	DO	Review updated insolvency analysis provided to counsel.	1.10	
02/21/13	DO	Analyze ResCap liabilities not subject to debt discounting and assess impact on insolvency calculation.	0.80	
02/21/13	DO	Review emails flagged by team leaders and counsel regarding solvency adjustments.	0.40	
02/21/13	DO	Analyze "comp"/peer group of ResCap to assess group excluded and group used.	0.80	
02/22/13	DO	Discussion of Observable Market calculations with M. Brown (APLLP).	0.30	
02/22/13	DO	Map liabilities from 10-k to our insolvency analysis and Debt Discount calculations.	0.50	



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Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
02/23/13	CB	Market research for Solvency Analysis.	2.00
02/23/13	MEL	Review solvency analysis and set workplan.	0.50
02/23/13	MEL	Conduct targeted Relativity searches to enable updates to solvency analysis	3.50
02/24/13	MEL	Document review in connection with updated solvency analysis.	2.80
02/24/13	CB	Review SEC filings for Solvency Analysis.	0.90
02/24/13	CB	Market research for Solvency Analysis.	0.50
02/24/13	MSE	Review Debtor's RMBS trust schedules related to loss severity calculations re: solvency	3.10
02/24/13	TMT	Review of updates made to Solvency presentation based on Counsel input	0.50
02/25/13	DO	Review Relativity documents provided by counsel supporting solvency analyses.	0.80
02/25/13	DO	Analyze market based indicators 2007 - 2012 to assess movements conferring insolvency.	0.60
02/25/13	DO	Review Committee update reports and attached pleadings, reports and analyses.	0.30
02/25/13	DO	Review analysts reports regarding "haircuts" and "valuation marks" to Mortgages Held for Sale, Mortgages Held for Investment, MSR's, trading securities and Lending Receivables for protocols/consistency with "valuation marks" in our insolvency analysis.	0.80
02/25/13	DO	Analyze bond trading valuations 2007 - 2012.	0.70
02/25/13	DO	Discussions with M. Landy and M. Arango regarding solvency issues.	0.70
02/25/13	DO	Analyze Bank Deconsolidation damages, calculations, map to insolvency adjustments and assess modifications needed to harmonize protocols for damages and insolvency.	0.70
02/25/13	MSE	Analyze RMBS trust's delinquency data schedules re: solvency	2.70
02/25/13	MA	Worked on draft solvency analysis.	2.50
02/25/13	MA	Met with M. Landy and D.O'Connor to discuss solvency analysis.	0.70

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Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours	
02/25/13	MJB	Reviewed research performed related to valuation of GMAC Bank	0.50	
02/25/13	MA	Reviewed numerous documents related to solvency.	2.60	VAGUE
02/25/13	CB	Market research for Solvency Analysis.	4.10	VAGUE
02/25/13	CB	Market research for Solvency Analysis.	5.10	VAGUE
02/25/13	MEL	Conduct doc searches related to solvency analysis.	2.70	VAGUE
02/25/13	MEL	Review updated solvency analysis.	1.10	
02/25/13	MEL	Discussions with D OConnor and M. Arango regarding solvency issues.	0.70	
02/26/13	MEL	Review documents related to updated solvency analysis.	5.40	VAGUE
02/26/13	CB	Document review in Relativity for Solvency Analysis	4.80	
02/26/13	MEL	Prepare updated analysis related to solvency	4.10	VAGUE
02/26/13	MA	Updated draft Ally Bank roll-forward analysis.	4.20	
02/26/13	MA	Updated solvency analysis and roll-forward analysis.	2.50	VAGUE
02/26/13	CB	Review of SEC filings for Solvency Analysis.	4.90	
02/26/13	MSE	Review draft solvency analysis presentation.	1.60	
02/26/13	DS	Make revisions to AP Solvency Analysis	2.90	
02/26/13	DS	Analyze potential solvency adjustments	1.80	
02/26/13	ST	Review solvency analysis performed by AP.	0.30	
02/26/13	SEK	Conducted relativity searches for equity roll forward presentation	3.00	
02/26/13	DO	Review roll-forward of Bank Deconsolidation damage calculations and step transactions.	1.10	
02/26/13	DO	Review marks for valuation adjustments and "haircut" on assets	0.30	
02/26/13	DO	Analyze quarterly rolls of key accounts (e.g. Mortgages Held for Sale, Mortgages Held for Investment, Trading Securities, etc.) for historical write-downs vs. Analysts marks or "haircuts".	0.80	
02/26/13	DO	Analyze Comps (IndyMac, CountryWide and WaMu) for market observable statistics in assessing insolvency	0.70	
02/26/13	DO	Analyze Fixed Income Research Reports to assess fair	0.80	



Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-11

Re: Forensic Investigation - 2006 Deconsolidation, IB Finance Conversion, and OMR Transactions

Client/Matter # 007351.00021

Date	Consultant	Description of Services	Hours
		Ally/IB Finance	
02/27/13	DO	Review updated solvency analysis deck	1.60
02/27/13	DO	Review Bond Trading Analysis	0.50
02/27/13	DO	Review Market Observable Condition updates for Bond Pricing Changes 2007-2012.	0.80
02/27/13	DO	Review bank roll-forward analysis.	0.70
02/27/13	DS	Perform AP Solvency Analysis	2.30
02/27/13	DS	Make revisions to AP Solvency Analysis	2.50
02/27/13	MA	Revised solvency analysis.	3.90
02/27/13	CB	Review of SEC filings for Solvency Analysis.	4.30
02/27/13	MA	Make updates to roll-forward analysis.	2.50
02/27/13	MEL	Update solvency analysis for asset valuations.	5.00
02/27/13	MEL	Update solvency analysis for bank valuations.	5.00
02/27/13	CB	Perform market research for Solvency Analysis.	4.50
02/27/13	MEL	Update solvency analysis.	4.40
02/28/13	MEL	Update asset side of solvency analysis.	1.50
02/28/13	MEL	Prepare for meeting at Kramer Levin to discuss solvency analysis	2.50
02/28/13	CB	Document review in Relativity for Solvency Analysis.	7.50
02/28/13	MEL	Meeting at KL (Simon, et al) to discuss solvency analysis.	2.00
02/28/13	MEL	Update liability side of solvency analysis	3.50
02/28/13	MA	Reviewed draft solvency analysis and prepared for meeting with Kramer.	1.60
02/28/13	MA	Met with Kramer to discuss solvency analysis (G. Horowitz, J. Rochon, N. Simon and S. Ettari).	2.20
02/28/13	DS	Prepare AP solvency analysis slide decks for meeting with KL	0.80
02/28/13	DO	Participate in meeting with counsel regarding updated insolvency analysis and Bank Deconsolidation issues.	2.10
02/28/13	DO	Review draft submission for the Examiner.	1.40
02/28/13	DO	Review supplemental Insolvency Analysis through the filing date.	0.80

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Residential Capital, LLC
1177 Avenue of the Americas
New York, NY 10036

Invoice # 2047285-15

Re: Forensic Investigation - Interco Ops, Shared Services
Client/Matter # 007351.00025

Date	Consultant	Description of Services	Hours
		supporting documents.	
02/08/13	MSE	Analyze impact of intercompany claims on JSN recoveries.	0.40
02/08/13	MEL	Discussion with M. Renzi regarding outstanding requests.	0.40
02/08/13	MEL	Review status of intercompany analysis.	2.40
02/08/13	TMT	Review of recent productions for documents related to intercompany transactions	2.80
02/08/13	BPJ	Review of additional inter-debtor balance information received.	4.10
02/08/13	BPJ	Review of updated inter-debtor balance summary.	2.60
02/08/13	DS	Preparation of entity financial statements analysis re: Intercompany and Interdebtor balances	2.10
02/09/13	DS	Analysis of legal entity financial statements analysis re: Intercompany and Interdebtor balances	1.10
02/09/13	DS	Preparation of entity financial statements re: Intercompany and Interdebtor balances	2.80
02/11/13	DS	Analyze monthly balances for AP Intercompany Claims Analysis	2.20
02/11/13	DS	Analyze Intercompany Interest schedules	1.10
02/11/13	DS	Make revisions to AP Intercompany Claims analysis.	2.30
02/11/13	BPJ	Review of 2007 HFN Financials.	1.10
02/11/13	BPJ	Review of additional financial statements identified/provided.	1.40
02/11/13	BPJ	Review of Residential Funding - Homecomings Financial inter-debtor balance.	1.40
02/11/13	BPJ	Review of 2008 HFN Financials.	0.80
02/11/13	BPJ	Review of additional inter-debtor balance historical data and related charts.	2.80
02/12/13	BPJ	Review of updated summary of top 15 inter-debtor balances as of petition date.	3.20
02/12/13	BPJ	Review of Residential Funding - Homecomings Financial inter-debtor balance.	1.20
02/12/13	BPJ	Review of RFC Financials.	2.80
02/12/13	MEL	Review updated analysis.	1.50

EXHIBIT M



Attorneys
100 Jericho Quadrangle, Suite 300, Jericho, New York 11753
516.479.6300
www.SilvermanAcampora.com

Invoice submitted to:

Fed ID # 11-3489052

Committee of Unsecured Creditors' Committee

Invoice Date: February 20, 2013
062429 062429 Residential Capital, LLC- Counsel to Creditors' Committee
File # 062429

Invoice # 91439
Professional services

			<u>Hours</u>	<u>Amount</u>
<u>Asset Sale</u>				
01/03/13	LMM	Download and review sale motion and supporting documents	0.30	58.50
Subtotal		Asset Sale	0.30	\$58.50
<u>Case Administration</u>				
01/02/13	RJF	Review correspondence from Rachael Ringer enclosing update	0.10	55.00
01/02/13	BP	Review chart with scheduled lift stay motions in the case; review calendar	0.50	97.50
01/02/13	BP	Review case docket for updates on filings of Lift Stay motions; organize same	1.50	292.50 ✓
01/02/13	BWP	Telephone call from Porsche Jones on SA ResCap hotline regarding bankruptcy process	0.20	40.00
01/02/13	BWP	Review borrower-commenced adversary proceedings in connection with resolution of same (3.6); draft analysis of same (1.7)	5.30	1,060.00 1,060.00 ✓
01/03/13	RJF	Review correspondence from Amy Lewis enclosing call log from 1/2/13	0.10	55.00
01/03/13	RJF	Review correspondence from Elise Frejka regarding stay relief/foreclosures updated docs	0.10	55.00
01/03/13	RJF	Review correspondence from Norman Rosenbaum enclosing joint petition and motion of findings of fact,	0.10	55.00

062429	Committee Unsecured Creditors	advising of billing rate changes	Invoice # 91439	Page 13
01/24/13	BWP	Telephone call from Donna Connor on SA ResCap hotline regarding bankruptcy process	0.10	20.00
01/24/13	BWP	Telephone call from Gwendolyn Cole on SA ResCap hotline regarding bankruptcy process	0.30	60.00
01/24/13	BWP	Review and revise draft of chapter 11 petition ?	1.20	240.00 ✓
01/25/13	JSK	Confer with Brian Powers re: memorandum to Committee in connection with update on SilvermanAcampora's work in the case to date	0.30	102.00
01/25/13	JSK	Confer with Brian Powers re: revisions to supplemental declaration of Ronald J. Friedman pursuant to comments of Elise Frejka	0.20	68.00
01/25/13	JSK	Review correspondence from Samantha Martin regarding status of Hawthorne [.1]; Draft correspondence to same regarding same [.1]	0.20	68.00
01/25/13	JSK	Review correspondence from Ronald J. Friedman enclosing updated documents re: stay/foreclosures/borrowers [.1]; review documents regarding same [.2]	0.30	102.00
01/25/13	BWP	Draft memorandum to Committee detailing SilvermanAcampora's representation of the Committee to date	1.20	240.00
01/25/13	BWP	Confer with Justin S. Krell re: memorandum to Committee in connection with update on SilvermanAcampora's work in the case to date	0.30	60.00
01/28/13	JSK	Telephone call from David Kinworthy regarding borrower claim for breach of contract	0.30	102.00
01/28/13	JSK	Conference call with Elise Frejka, Doug Mannal, Rachael Ringer and Brian Powers in preparation for tomorrow's hearing on borrower adversary proceeding and lift stay motions [.5]; review file and confer with Brian Powers in preparation for same [.5]	1.00	340.00
01/28/13	JSK	Confer with Ronald J. Friedman in preparation for tomorrow's hearings and pretrial conferences relating to Borrower issues; review documents in connection with same	0.30	102.00
01/28/13	BP	Telephone call with Frank Reed regarding recently approved Order allowing payments to Pricewaterhousecooper; review order	0.20	39.00
01/28/13	BP	Confer with Brian Powers regarding hearing scheduled and matters scheduled to go forward; discuss telephone call with Frank Reed regarding court's order approving payment by Debtors to Pricewaterhousecooper	0.10	19.50
01/28/13	BP	Review docket for motion to lift stay and related	0.90	175.50

062429	Committee Unsecured Creditors	Invoice # 91439	Page	14
	actions to same; confer with counsel regarding same			
01/28/13	BWP	Draft memorandum to Committee regarding update on SilvermanAcampora's efforts to date in its representation of same	3.40	680.00
01/28/13	BWP	Confer with Justin S. Krell memorandum to Committee regarding update on SilvermanAcampora's efforts to date in its representation of same	0.30	60.00
01/29/13	RJF	Review correspondence from Elise Frejka regarding Analysis of LVG Rewards Programs	0.10	55.00
01/29/13	RJF	Review correspondence from Alexandra Steinberg Barrage regarding Analysis of LVG Rewards Programs	0.10	55.00
01/29/13	JSK	Prepare for and attend hearings and pretrial conferences relating to certain borrower actions and borrower lift stay motions	5.00	1,700.00 ✓
01/29/13	JSK	Confer with Brian Powers regarding memo to the Committee regarding Silverman's representation of the Committee relating to borrower issues [.3]; review memo [.3]	0.60	204.00
01/29/13	BP	Memo from Brian Powers with case status and calendar for upcoming months; update case calendar for upcoming hearings and deadlines	0.50	97.50
01/29/13	BP	Download and review recently filed Motion for Relief from Automatic Stay; prepare file	0.50	97.50
01/29/13	BP	Update admin/call log chart	0.10	19.50
01/29/13	BWP	Draft memorandum to Committee regarding update on SilvermanAcampora's efforts to date in its representation of same	4.10	820.00
01/29/13	BWP	Telephone call from Lori Duggan on SA ResCap hotline regarding bankruptcy process	0.10	20.00
01/30/13	RJF	Review correspondence from Samantha Martin regarding loss-mitigation application	0.10	55.00
01/30/13	JSK	Review correspondence from James Newton regarding Jenkins adversary and contact information for Jenkins	0.20	68.00
01/30/13	JSK	Review committee update	0.30	102.00 ✓
01/30/13	JSK	Review case Management Procedures Motion; confer with Ronald J. Friedman regarding same; Draft correspondence to Anthony C. Acampora regarding same;	0.50	170.00
01/30/13	JSK	Prepare for Committee borrower issues call [.3]; attend call [.5]	0.80	272.00
01/30/13	JSK	Telephone call to Jenkins with James Newton	0.20	68.00

062429	Committee Unsecured Creditors	Invoice # 91439	Page	16
		Drennan to certify class claim and Basic Life Resources motion for allowance of proof of claim		
01/04/13	JSK	Review the Rowena Drennen motion for class certification [.5]; confer with Brian Powers regarding same [.2]; review memo summarizing the motion and the legal analysis relating to class certification under FRCP 23 [.3]; perform legal research relating to same [.4]	1.40	476.00
01/04/13	BWP	Confer with Justin S. Krell re: motion of Rowenna Drennan to certify class claim and Basic Life Resources motion for allowance of proof of claim	0.50	100.00
01/07/13	JSK	Review correspondence from Norm Rosenbaum regarding access to KCC claims register [.1]; Telephone call to KCC regarding same [.2]; Draft correspondence to KCC regarding same [.2]	0.50	170.00
01/07/13	JSK	Review Debtors' Objection to the Putative Bradbury Class's POC (Claim No. 3545), and (ii) the Delehey Declaration in Support of the Objection [.3]; Review correspondence from Elise Frejka regarding same [.2]; confer with Brian Powers regarding same [.2]	0.70	238.00
01/08/13	JSK	Review motion of Basic Life for allowance of proof of claim (.3); review underlying proof of claim (.7); confer with Brian Powers regarding same (.3); telephone call with Brian Powers to Michael Moore at Basic Life regarding adjournment of motion (.2); revise draft email to Michael Moore at Basic Life requesting adjournment of motion (.2)	1.70	578.00
01/08/13	JSK	Review the Debtor's Objection to Bradbury Class Claim [.2]; review summary memo prepared by Brian Powers regarding same [.1];	0.30	102.00
01/08/13	BWP	Review Debtor's objection to Bradbury class claim and accompanying affidavit (.7); draft memorandum to Ronald J. Friedman and Justin S. Krell re: same (1.1)	1.80	360.00
01/08/13	BWP	Review borrower claims filed in Debtors' case; prepare summary of same for presentation to Committee	1.30	260.00
01/09/13	JSK	Confer with Brian Powers regarding review of borrower claims and preparation of summary of same for presentation to Committee [.2]; review claims register spreadsheet in connection with same [.2]	0.40	124.00
01/09/13	BWP	Review borrower claims filed in Debtors' case; prepare summary of same for presentation to Committee	4.90	980.00
01/09/13	BWP	Confer with Justin S. Krell re: review of borrower	0.40	80.00

062429	Committee Unsecured Creditors	Invoice # 91439	Page 17
	claims and preparation of summary of same for presentation to Committee [.2]; review claims register spreadsheet in connection with same [.2]		
01/10/13	JLK	Confer with Brian Powers and Cooper Macco regarding borrower claims filed in Debtor's case and procedure for analysis of those claims	0.50 100.00
01/10/13	JSK	Confer with Brian Powers re: status of borrower claims review and strategy for completion of same	0.30 102.00
01/10/13	SG	Confer with Brian Powers regarding borrower claims filed in Debtor's case and procedure for analysis of same	0.30 52.50
01/10/13	SG	Analyze 250 borrower claims on chart regarding all borrower claims filed in Debtor's case	2.50 437.50
01/10/13	BWP	Review borrower claims filed in Debtors' case; revise borrower claims spreadsheet in connection with same	6.60 1,320.00
01/10/13	BWP	Confer with Jessi L. Kleinman and Cooper Macco regarding borrower claims filed in Debtor's case and procedure for analysis of same	0.50 100.00
01/10/13	BWP	Confer with Sara Greenberg regarding borrower claims filed in Debtor's case and procedure for analysis of same	0.30 60.00
01/10/13	BWP	Confer with Justin S. Krell re: status of borrower claims review and strategy for completion of same	0.30 60.00
01/10/13	CM	Confer with Brian Powers and Jessi L. Kleinman regarding borrower claims filed in Debtor's case and procedure for analysis of those claims	0.50 100.00
01/11/13	LST	Review borrower claims filed in Debtors' case; revise borrower claims spreadsheet in connection with same	2.50 487.50
01/11/13	JLK	Review borrower claims filed in Debtors' case; revise borrower claims spreadsheet in connection with same	6.50 1,300.00
01/11/13	JSK	Confer with Brian Powers re: status of claims review and analysis	0.30 102.00
01/11/13	BP	Confer with Brian Powers regarding claims analysis; review and discuss basis of each claim filed in the Debtors' cases; discuss case claims administration strategies	0.50 97.50
01/11/13	BP	Review claims filed; determine basis and classification of claims	5.20 1,014.00
01/11/13	BWP	Confer with Berlinda Pierre-Louis regarding claims analysis; review and discuss basis of each claim filed in the Debtors' cases; discuss case claims administration strategies	0.50 100.00

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062429	Committee Unsecured Creditors	Invoice # 91439	Page 18
01/11/13	BWP	Review borrower claims filed in Debtors' case; revise borrower claims spreadsheet in connection with same	6.80 1,360.00
01/11/13	BWP	Confer with Justin S. Krell re: status of claims review and analysis	0.30 60.00
01/12/13	BWP	Review borrower claims filed in Debtors' case; revise borrower claims spreadsheet in connection with same	4.50 900.00
01/14/13	JSK	Confer with Brian Powers regarding status of claims analysis relating to borrower claims	0.30 102.00
01/14/13	JSK	Review borrower claims and supporting documents in preparation for committee conference call	0.50 170.00
01/14/13	BSS	Confer with Justin S. Krell regarding claims and analysis of the same, and related matters	0.30 102.00
01/14/13	SG	Analyze 300 borrower claims on chart regarding all borrower claims filed in Debtor's case	6.00 1,050.00
01/14/13	BP	Review claims filed; determine basis and classification of claims	0.50 97.50
01/14/13	BP	Review claims filed; determine basis and classification of claims	3.10 604.50
01/14/13	BWP	Review borrower claims filed in Debtors' case; draft summary of same in connection with presentation to the Committee	6.10 1,220.00
01/14/13	CR	Review borrower claims filed in Debtors' case; revise borrower claims spreadsheet in connection with same	7.40 1,480.00
01/15/13	JSK	Confer with Brian Powers re: status of borrower claims review and summary of borrower claims	0.50 170.00
01/15/13	JSK	Review class claims	0.50 170.00
01/15/13	BWP	Review borrower claims filed in Debtors' case; draft summary of same in connection with presentation to the Committee	4.10 820.00
01/15/13	BWP	Confer with Justin S. Krell re: status of borrower claims review and summary of borrower claims	0.50 100.00
01/16/13	JSK	Confer with Brian Powers re: review of class claims filed against debtors (.2) and motion to certify class claim filed by Rowenna Drennen (.5)	0.70 238.00
01/16/13	JSK	Review correspondence from Elise regarding meeting with Dan Flanagan, counsel to Rowenna Drennen, and scheduling of same [.2]; confer with Ronald J. Friedman regarding same [.1]; Draft correspondence to Dan Flanagan regarding same [.1]; Review correspondence from Dan Flanagan [.1]	0.50 170.00
01/16/13	BWP	Review class action claims filed by borrowers;	3.30 660.00

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062429	Committee Unsecured Creditors	Invoice # 91439	Page 19
	prepare summary of same		
01/16/13	BWP	Review movant's memorandum of law in support of motion to certify class claim and debtor's objection to same in preparation for conference call regarding certification of class claim filed by Rowenna Drennen	2.10 420.00
01/16/13	BWP	Confer with Justin S. Krell re: review of class claims filed against debtors (.2) and motion to certify class claim filed by Rowenna Drennen (.5)	0.70 140.00
01/17/13	JSK	Prepare for and attend conference call with counsel to the Rowena Drennen class claim [.5]; review documents in connection with same [.5]; review district court pleadings and the Third Cir. opinion [.5]; confer with Brian Powers regarding drafting memo to the committee in connection with our recommendation to allowing or disallowing the class claim [.3]	1.80 612.00
01/17/13	JSK	Revise memo regarding Drennen class claim	0.70 238.00
01/17/13	JSK	Analyze <u>Third Circuit</u> opinions in connetion with drafting recommendation to the committee in connection with Drenen class claim 2.	1.00 340.00
01/17/13	JSK	Conference call with Elise Frejka, Rachael Ringer, Ronald J. Friedman and Brian Powers regarding the memo to the committee in connection with the Drener class claim	0.50 170.00
01/17/13	BWP	Confer with Justin S. Krell re: motion to certify class for purposes of filing class claims filed by Rowenna Drennen and recommendation to Committee regarding same	0.80 160.00
01/17/13	BWP	Draft memo to Ronald J. Friedman regarding recommendation to Committee as to the motion to certify class for purposes of filing class claims filed by Rowenna Drennen (2.8); conduct legal research in connection with same (2.3)	5.10 1,020.00
01/17/13	BWP	Teleconference with Dan Flannigan, Ronald J. Friedman, and Justin S. Krell re: motion to certify class claim filed by Rowenna Drennen	0.50 100.00
01/17/13	BWP	Teleconference with Elise Frejka, Rachael Ringer, Ronald J. Friedman, and Justin S. Krell re: motion to certify class for purposes of filing class claims filed by Rowenna Drennen and recommendation to Committee regarding same	0.50 100.00
01/18/13	JSK	Revise memo to the Committee in connection with analysis of the Rowena Drennen Motion to Certify Class [.5]; confer with Brian Powers regarding same [.3]	0.80 272.00
01/18/13	BWP	Revise memo to Ronald J. Friedman regarding	2.30 345.00

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062429	Committee	Unsecured Creditors	Invoice # 91439	Page	20
		recommendation to Committee as to the motion to certify class for purposes of filing class claims filed by Rowenna Drennen			
01/18/13	BWP	Confer with Justin S. Krell re: memo to committee regarding motion to certify class for purposes of filing class claims filed by Rowenna Drennen and revisions to same	0.50		75.00
01/18/13	BWP	Confer with Berlinda Pierre-Louis re: Rowenna Drennen motion and preparation for presentation to Committee regarding same	0.20		30.00
01/18/13	BWP	Review memorandum in support of the motion prepared by counsel to the proposed class in connection with motion to certify class filed by Rowenna Drennen	0.60		90.00
01/22/13	JSK	Confer with Brian Powers regarding analysis of borrower claims and the aggregate borrower claims group; review and revise memorandum regarding same	0.40		136.00
01/22/13	BWP	Confer with Justin S. Krell regarding analysis of borrower claims and the aggregate borrower claims group; review and revise memorandum regarding same	0.40		80.00
01/22/13	BWP	Review and analyze claims filed against Debtors by borrowers; revise memorandum to Ronald J. Friedman in connection with same	2.40		480.00
01/23/13	JSK	Confer with Brian Powers re: statement of the Committee regarding Rowenna Drennen motion to certify class claims	0.30		102.00
01/23/13	BWP	Draft statement of the Committee regarding Rowenna Drennen motion to certify class claims (1.1); confer with Justin S. Krell re: same (.3)	1.40		280.00
01/23/13	BWP	Revise statement of the Committee regarding Rowenna Drennen motion to certify class claims per comments of Justin S. Krell	0.40		80.00
01/24/13	JSK	Confer with Brian Powers re: motion to reconsider filed by Basic Life Services	0.20		68.00
01/24/13	BWP	Research regarding recent California bankruptcy court decision on class certification in connection with Rowenna Drennen motion (.5); draft e-mail to Ronald J. Friedman and Justin S. Krell re: same (.3)	0.80		160.00
01/24/13	BWP	Review motion to reconsider filed by Basic Life Services (.3); confer with Justin S. Krell re: same (.2)	0.50		100.00
01/25/13	BWP	Review claims filed by borrowers; revise memorandum to Committee in connection with same	3.20		640.00
01/28/13	JSK	Confer with Brian Powers regarding class claims	0.30		102.00

062429	Committee Unsecured Creditors	Invoice # 91439	Page	21
01/28/13	JSK	Review memo regarding the Bradbury Class Claim and the Debtors' objection thereto [.2]; review memo regarding other class claims [.3]; confer with Brian Powers regarding same [.2]	0.70	238.00
01/28/13	BWP	Review class action claims filed by borrowers (2.1); prepare memorandum to Ronald J. Friedman and Justin S. Krell regarding same (2.2)	4.70	940.00
01/28/13	BWP	Confer with Justin S. Krell re: class action claims filed by borrowers and memorandum regarding same	0.30	60.00
01/29/13	BWP	Review claims filed against Debtors by borrowers; revise memorandum to Committee in connection with same	4.30	860.00
01/30/13	RJF	Revise memo regarding claims analysis of borrower claim	0.30	165.00
01/30/13	JSK	Revise claims analysis memo; confer with Ronald J. Friedman regarding same; confer with Brian Powers regarding same	1.00	340.00 V/L
01/30/13	JSK	Review claims analysis memo; confer with Brian Powers regarding same	0.50	170.00
01/30/13	JSK	Confer with Brian Powers re: memorandum to Committee summarizing borrower claims analysis and revisions to same	0.30	102.00
01/30/13	BWP	Review claims filed against Debtors by borrowers; revise memorandum to Committee in connection with same	2.50	500.00 V/L
01/30/13	BWP	Review class action claims filed by borrowers; revise memorandum to Ronald J. Friedman in connection with same	1.10	220.00 V/L
01/30/13	BWP	Confer with Justin S. Krell re: memorandum to Committee summarizing borrower claims analysis and revisions to same	0.30	60.00
01/31/13	BWP	Revise memorandum re: analysis of borrower claims per comments of Anthony C. Acampora	0.40	80.00
01/31/13	BWP	Review class action claims filed by borrowers; research procedural history of underlying litigations in same	1.40	280.00 V/L
Subtotal		Claims Admin/Ob	135.30	\$29,340.00

Fee Application

01/07/13	RJF	Review correspondence from Rachael Ringer regarding Committee Professionals Fee Applications	0.10	55.00
01/23/13	JSK	Confer with Brian Powers re: supplemental declaration of Ronald J. Friedman in connection with hourly rate changes and revisions to same	0.20	68.00
01/23/13	BWP	Draft supplemental declaration of Ronald J.	1.70	340.00

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062429	Committee Unsecured Creditors	Invoice # 91439	Page 23
	First Niagra Bank and legal strategy regarding handling of same (.3) and strategy regarding resolution of borrower adversary proceedings (.2)		
01/04/13	RJF	Receive and review email from Amy Lewis regarding ResCap Email and Call Log for 1/3/13	0.10 55.00
01/04/13	BWP	Review correspondence from Erica Richards re: borrower-filed adversary proceedings and attached borrower adversary proceeding matrix	0.30 60.00
01/04/13	BWP	Review adversary complaint filed by Marion L. Jenkins and Sharon B. Jenkins against Debtors	1.20 240.00
01/04/13	BWP	Review adversary complaint filed by Brian and Malinda Kimber against GMAC Mortgage Corp.	1.30 260.00
01/04/13	BWP	Review N.D. of Georgia Bankruptcy Court docket re: chapter 7 filing of Gwendolyn Hawthorne in connection with adversary proceeding filed by same against Debtors	0.40 80.00
01/04/13	BWP	Review W.D. of Texas Bankruptcy Court docket re: chapter 13 filing of Brian Finnell in connection with adversary proceeding filed by same against Debtors	0.30 60.00
01/07/13	JSK	Review correspondence from Ronald J. Friedman regarding Dixon v. GMAC Mortgage [.1]; review complaint [.2]; confer with Brian Powers regarding same [.2]	0.50 170.00
01/07/13	BWP	Review email from Elise Frejka re: Kaspar Hauser	0.20 40.00
01/08/13	RJF	Conference with Justin S. Krell and Brian Powers re?	0.20 110.00 V
01/08/13	RJF	Conference call with Justin S. Krell Elise Frejka and Brian Powers regarding Dixon v. GMAC	0.50 275.00
01/08/13	RJF	Review claims register for borrower claims	0.50 275.00
01/08/13	BWP	Review correspondence from Norm Rosenbaum regarding Basic Life motion for allowance of proof of claim (.1); confer with Ronald J. Friedman re: same (.1)	0.20 40.00
01/09/13	RJF	Conference calls with Kramer Levin and Justin S. Krell regarding borrower issues and Court hearing	0.50 275.00
01/09/13	JSK	Confer with Brian Powers regarding conversations with and the drafting of letters to borrower plaintiffs in connection with resolution of adversary proceedings commenced by same (.3); revise borrower adversary proceeding chart in connection with same (.3)	0.60 186.00
01/09/13	JSK	Confer with Brian Powers regarding conversations with borrower movants in connection with facilitating resolution of stay relief motions (.3); review and revise stay relief motion chart in connection with same (.2)	0.50 155.00
01/09/13	BWP	Confer with Justin S. Krell re: conversations with	0.50 100.00

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	communications with borrowers who have filed adversary proceedings or motions to lift the automatic stay (.4); discuss drafting of letters to borrowers that have not yet responded (.1)		
01/16/13	JSK	Confer with Brian Powers re: drafting of letters to Conrad Burnett and Brian and Malinda Kimber requesting plaintiffs to contact our office in advance of upcoming pre-trial conferences	0.50 170.00
01/16/13	JSK	Finalize correspondence to Conrad Burnett in compliance with the Judge direction to contact Mr. Burnett to resolve adversary proceeding	0.30 102.00
01/16/13	BWP	Draft letter to Conrad Burnett requesting him to contact our office regarding his adversary proceeding	0.30 60.00
01/16/13	BWP	Draft letter to Brian and Malinda Kimber requesting them to contact our office regarding their adversary proceeding	0.30 60.00
01/16/13	BWP	Telephone call to Brian and Malinda Kimber re: adversary proceeding filed by same	0.10 20.00
01/16/13	BWP	Confer with Justin S. Krell re: drafting of letters to Conrad Burnett (.3) and Brian and Malinda Kimber (.2) requesting plaintiffs to contact our office in advance of upcoming pre-trial conferences	0.50 100.00
01/17/13	ACA	Review research regarding class action issue	2.00 1,190.00 ✓
01/17/13	JSK	Review correspondence from Norm Rosenbaum regarding Jenkins adversary proceeding [.1]; Draft correspondence to Norm regarding same [.2]; review complaint filed in Jenkins' bankruptcy case [.3]	0.60 204.00
01/18/13	ACA	Revise memorandum regarding class claims	1.00 595.00 ✓
01/18/13	JSK	Review correspondence from Dan Flanagan regarding memo to the Committee in connection with class certification for Rowena Drennen [.2]; review memo [.5]; confer with Brian Powers regarding same [.3]	1.00 310.00
01/18/13	BWP	Review adversary complaint filed by Marion and Sharon Jenkins in chapter 13 filed in Georgia	0.50 75.00
01/18/13	BWP	Telephone call to Marion and Sharon Jenkins re: adversary complaint filed by same against Debtors in chapter 13 proceeding	0.10 15.00
01/22/13	RJF	Review correspondence from Anastasia N. Kaup regarding ResCap conf. call	0.10 55.00
01/22/13	RJF	Participate in Committee conference call regarding Drennan class certification issues	2.50 1,375.00
01/22/13	RJF	Telephone call with Elise Frejka regarding Drennan class certification issues	0.30 165.00
01/22/13	RJF	Prepare for Committee conference call	0.20 110.00

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01/22/13	BWP	Telephone calls to various pro se borrower plaintiffs, including, Jenkins, Burnett, Hawthorne, Kimber and Wagner [.5]; review pleadings in connection with same [.3]; Telephone call with Justin S. Krell to Co-defendant's counsel in the Wagner adversary proceeding [.2]	1.00 200.00
01/23/13	RJF	Review correspondence from Amy Lewis regarding ResCap call log from 1/22/13	0.10 55.00
01/23/13	RJF	Conference with Justin S. Krell regarding conference call with Debtor's counsel regarding borrower issues	0.20 110.00
01/23/13	RJF	Revise memo to unsecured creditors	0.40 220.00 ✓
01/23/13	JSK	Confer with Brian Powers re: status of communication with George van Wagner and Conrad Burnett	0.20 68.00
01/23/13	BWP	Confer with Justin S. Krell re: status of communication with George van Wagner and Conrad Burnett	0.20 40.00
01/24/13	ACA	Review and revise statement to committee	0.20 119.00 ✓
01/24/13	KPS	Conference with Ronald J. Friedman regarding motion expanding adversary proceeding procedures for borrowers	0.30 195.00
01/24/13	BWP	Telephone calls to borrowers in connection with adversary actions [.4]; Teleconference with Justin S. Krell, Erica Richards, and Samantha Martin regarding same [.3]; Teleconference with Brian Powers and James Newton regarding same [.2]; confer with Justin S. Krell regarding revisions to litigation chart [.3]; revise litigation chart in connection with same [.4]	1.60 320.00
01/25/13	RJF	Telephone call from Elise Frejka regarding <u>upcoming hearings</u> ?	0.25 137.50 ✓
01/25/13	JSK	Telephone call with Conrad Burnett regarding resolution to his adversary proceeding [.3]; Review correspondence from Conrad Burnett enclosing certain documents in support of his damages claim [.1]; review documents [.3]; Telephone call to James Newton regarding proposed resolution of adversary proceeding [.2]; Draft correspondence to James enclosing Mr. Burnett's documents [.3]	1.20 408.00
01/25/13	JSK	Confer with Brian Powers regarding voluntary dismissal of Burnett adversary proceeding and draft stipulation of dismissal (.4) and status of communications with other borrowers (.3)	0.70 238.00
01/25/13	BWP	Confer with Justin S. Krell regarding voluntary dismissal of Burnett adversary proceeding and draft stipulation of dismissal (.4) and status of	0.70 140.00

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	communications with other borrowers (.3)		
01/25/13	BWP	Draft stipulation dismissing adversary proceeding filed by Conrad Burnett	0.60 120.00
01/28/13	RJF	Revise memo regarding Drennan per Justin S. Krell conference call with Kramer Levin	0.50 275.00
01/28/13	RJF	Prepare for hearings on January 29th	4.00 2,200.00 ✓
01/28/13	JSK	Confer with Brian Powers regarding lift stay motions filed by borrowers; review chart regarding same	0.30 102.00
01/28/13	JSK	Telephone call from Conrad Burnett regarding tomorrow's hearing and dismissal of adversary proceeding	0.20 68.00
01/28/13	JSK	Review correspondence from Debtor's counsel regarding Hawthorne adversary proceeding and efforts made to resolve same; Draft correspondence to same regarding same	0.30 102.00
01/28/13	JSK	Review correspondence from Debtor's counsel regarding Jenkins adversary proceeding and efforts made to resolve same; Draft correspondence to same regarding same	0.30 102.00
01/28/13	JSK	Review Debtors' motion for case management procedures and provide comments to same	0.50 170.00
01/28/13	JSK	Review correspondence from a representative of George Vanwagner regarding his inability to respond to our requests [.1]; Draft correspondence to Elise regarding same [.1]; Review correspondence from Elise in connection with Vanwagner's arrest and indictment [.2]; perform legal research regarding same [.3]; Draft correspondence to Debtors' counsel regarding Vanwagner's arrest and our efforts to contact him to resolve his adversary proceeding [.3]	1.00 340.00
01/28/13	BWP	Conference call with Elise Frejka, Doug Mannal, Rachael Ringer and Justin S. Krell in preparation for tomorrows hearing on borrower adversary proceeding and lift stay motions [.5]; review file and confer with Justin S. Krell in preparation for same [.5]	1.00 200.00
01/28/13	BWP	Review criminal complaint filed against borrower George VanWagner regarding scheme to defraud defendants in adversary proceeding (.3); confer with Justin S. Krell re: same (.3)	0.30 60.00
01/28/13	BWP	Review pleadings in adversary proceedings filed by Lytle, Dixon, and Farr; revise litigation chart in connection with same	1.50 300.00
01/29/13	RJF	Attend omnibus hearings, (confer with Debtor's counsel and Kramer Levin regarding same) ?	3.00 1,650.00 V/L
01/29/13	RJF	Conference with Justin S. Krell regarding memo to	0.25 137.50

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	Committee regarding status items			
01/29/13	KPS	Telephone call from Ronald J. Friedman regarding status of procedures order and implementation of tasks	0.30	195.00
01/29/13	BWP	Confer with Justin S. Krell re: resolution Burnett adversary proceeding and dismissal of VanWagner and Williams adversary proceedings	0.30	60.00
01/30/13	RJF	Conference with Justin S. Krell regarding case management procedures motion for borrowers adversary proceedings	0.20	110.00
01/30/13	ACA	Review and revise memoranda to Committee	1.00	595.00 ✓
01/30/13	BWP	Draft stipulation dismissing Burnett adversary proceeding	0.60	120.00
01/30/13	BWP	Prepare for and attend teleconference with Justin S. Krell, Elise Frejka, and Norm Rosenbaum re: remaining borrower adversary proceedings and strategy for resolution of same	0.80	160.00
01/31/13	ACA	Revise additional memoranda to Committee regarding status	1.50	892.50 ✓
01/31/13	BWP	Revise stipulation dismissing Burnett adversary proceeding	0.30	60.00
Subtotal		Litigation	<u>52.85</u>	<u>\$19,757.00</u>
For professional services rendered			293.05	\$78,557.50

Atty/Para Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Acampora, Anthony C.	5.70	595.00	\$3,391.50
Friedman, Ronald J	24.95	550.00	\$13,667.50
Greenberg, Sara	8.80	175.00	\$1,540.00
Kleinman, Jessi L.	7.00	200.00	\$1,400.00
Krell, Justin	8.80	310.00	\$2,728.00
Krell, Justin	59.80	340.00	\$20,332.00
Pierre- Louis, Berlinda	23.90	195.00	\$4,660.50
Macco, Cooper	0.50	200.00	\$100.00
Manzollilo, Lynne M	0.30	195.00	\$58.50
Powers, Brian W.	5.60	150.00	\$840.00
Powers, Brian W.	136.90	200.00	\$27,380.00
Rubino, Chris	7.40	200.00	\$1,480.00
Silverman, Brett S.	0.30	340.00	\$102.00
Silverman, Kenneth P	0.60	650.00	\$390.00

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02/06/13	RJF	Review pending borrower issues	0.70	385.00 ✓
02/06/13	RJF	Listen to parties from conference call from Committee meeting regarding bankruptcy process	0.40	220.00
02/06/13	BWP	Telephone call from Jose Melendez on SA ResCap hotline regarding bankruptcy process	0.20	40.00
02/06/13	BWP	Telephone call from Allan Scott on SA ResCap hotline regarding bankruptcy process	0.20	40.00
02/06/13	BWP	Telephone call from Vincent Cadien on SA ResCap hotline regarding bankruptcy process	0.30	60.00
02/07/13	BWP	Telephone call from Wendy Smith on SA ResCap hotline regarding bankruptcy process	0.20	40.00
02/07/13	BWP	Telephone call from Diane Donovan on SA ResCap hotline regarding bankruptcy process	0.10	20.00
02/08/13	GMD	E-filed Statement and Reservation of Rights of the Official Committee of Unsecured Creditors with respect to the Motion to Apply Bankruptcy Rule 7023	0.10	11.00
02/12/13	RJF	Participate in counsel to committee members conference call ?	0.75	412.50 ✓
02/12/13	RJF	Revise claims objection procedures motions to address borrower claims	2.00	1,100.00
02/12/13	RDN	Attend telephonic conference call with counsels to the committee and committee members	1.50	637.50
02/12/13	JSK	Prepare for and attend teleconference with Brian Powers, Norm Rosenbaum, Erica Richards, James Newton, and Elise Frejka re: status of borrower matters scheduled for omnibus hearing date of 2/28	1.00	340.00
02/12/13	BWP	Teleconference with counsel to all Committee members regarding proposed CRO and issues regarding exclusivity	1.50	300.00
02/12/13	BWP	Prepare for and attend teleconference with Justin S. Krell, Norm Rosenbaum, Erica Richards, James Newton, and Elise Frejka re: status of borrower matters scheduled for omnibus hearing date of 2/28	1.00	200.00
02/13/13	RJF	Telephone call with Joseph Shifer of Kramer Levin regarding borrower issues	0.25	137.50
02/19/13	BSS	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee -	<u>7.60</u>	2,584.00 E ✓
02/19/13	JSK	Prepare for and attend conference call with the Debtors' counsel and Elise Frejka regarding borrower issues	0.50	170.00
02/26/13	JSK	Prepare for and attend telephone conference with Debtors' counsel and Committee counsel regarding borrower issues	0.60	204.00

062429	Committee Unsecured Creditors	Invoice # 91692	Page 4	
	Friedman regarding same			
02/07/13	BSS	Confer with Justin S. Krell and Brian Powers re: implementation of strategy for substantive analysis of borrower claims	0.20	68.00
02/07/13	BWP	Confer with Ronald J. Friedman and Justin S. Krell re: claims analysis, development of claims analysis team, and implementation of strategy regarding same	0.30	60.00
02/07/13	BWP	Review claims summary with Justin S. Krell in connection with substantive analysis of borrower claims	0.50	100.00
02/07/13	BWP	Confer with Justin S. Krell and Chris Rubino re: implementation of strategy for substantive analysis of borrower claims	0.20	40.00
02/07/13	BWP	Confer with Justin S. Krell and Robert D. Nosek re: implementation of strategy for substantive analysis of borrower claims	0.30	60.00
02/07/13	BWP	Confer with Justin S. Krell and Sheryl P. Giugliano re: implementation of strategy for substantive analysis of borrower claims	0.20	40.00
02/07/13	BWP	Confer with Justin S. Krell and Brett S. Silverman re: implementation of strategy for substantive analysis of borrower claims	0.20	40.00
02/07/13	BWP	Review borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	2.40	480.00 ✓
02/07/13	SPG	Various discussions with Justin S. Krell and Brian Powers regarding strategy for claims analysis	0.30	97.50
02/08/13	JSK	Review correspondence from Debtors counsel regarding Omnibus Claims Procedures Motion	0.20	68.00
02/08/13	BWP	Review borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	3.40	680.00 ✓
02/10/13	BWP	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	4.60	920.00 ✓
02/11/13	JSK	Confer with Brian Powers regarding claims analysis and team meeting regarding same	0.30	102.00
02/11/13	BWP	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	7.50	1,500.00 ✓
02/11/13	BWP	Confer with Justin S. Krell re: substantive analysis of borrower claims and strategy for accomplishing same	0.30	60.00
02/12/13	JSK	Review and revise claims procedure motion in	1.90	646.00

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	connection with borrower claims [1.2]; confer with Robert D. Nosek regarding same [3]; Draft correspondence to Elise Frejka regarding same [2]; Review correspondence from Elise [1]		
02/12/13	JSK	Confer with Brian Powers re: status of substantive analysis of borrower claims and strategy for accomplishing same	0.40 136.00
02/12/13	BSS	Office conference with Robert D. Nosek, Justin S. Krell, Sheryl P. Giugliano, and Chris Rubino re: substantive analysis of borrower claims and strategy for accomplishing same	0.50 170.00
02/12/13	BWP	Office conference with Robert D. Nosek, Justin S. Krell, Brett S. Silverman, Sheryl P. Giugliano, and Chris Rubino re: substantive analysis of borrower claims and strategy for accomplishing same	0.50 100.00
02/12/13	BWP	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>7.80</u> 1,560.00 ✓
02/12/13	BWP	Confer with Justin S. Krell and Robert D. Nosek re: revisions to claims procedures motions with respect to borrower claims	0.50 100.00
02/12/13	BWP	Confer with Justin S. Krell re: status of substantive analysis of borrower claims and strategy for accomplishing same	0.40 80.00
02/12/13	CR	Office conference with Robert D. Nosek, Justin S. Krell, Brett S. Silverman, Sheryl P. Giugliano, and Brian Powers re: substantive analysis of borrower claims and strategy for accomplishing same	0.50 100.00
02/12/13	CR	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>7.00</u> 1,400.00 ✓
02/12/13	SPG	Office conference with Robert D. Nosek, Justin S. Krell, Brett S. Silverman, Brian Powers, and Chris Rubino re: substantive analysis of borrower claims and strategy for accomplishing same	0.50 162.50
02/12/13	SPG	Review claims chart and 1007 Declaration filed in chapter 11 cases for background of cases in preparation for analyzing borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	1.40 455.00
02/12/13	SPG	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>1.00</u> 325.00 ✓
02/12/13	SPG	Continue analyzing borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>1.20</u> 390.00 ✓

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02/13/13	RJF	Telephone call with Elise Frejka regarding borrower claim insert to claim objection procedure motion	0.25 137.50
02/13/13	JSK	Review and analyze borrower claims; revise claims chart in connection with same	2.00 680.00 ✓
02/13/13	BSS	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>3.20</u> 1,088.00 ✓
02/13/13	BWP	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>9.20</u> 1,840.00 ✓
02/13/13	CR	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>10.00</u> 2,000.00 ✓
02/13/13	SPG	Continue analyzing borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>8.00</u> 2,600.00 ✓
02/14/13	RJF	Confer Justin S. Krell regarding revisions to motion for claims objections	0.25 137.50
02/14/13	KPS	Conference with Ronald J. Friedman regarding protocol for claims processing initiative	0.30 195.00
02/14/13	BSS	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>1.20</u> 408.00 ✓
02/14/13	BSS	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>3.50</u> 1,190.00 ✓
02/14/13	BWP	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>8.10</u> 1,620.00 ✓
02/14/13	CR	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>7.00</u> 1,400.00 ✓
02/14/13	SPG	Continue analyzing borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	2.70 877.50
02/15/13	JSK	Review and analyze borrower claims; review supporting documents relating thereto; review claims summary chart in connection with same	<u>6.00</u> 2,040.00 ✓
02/15/13	BSS	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>6.90</u> 2,346.00 ✓
02/15/13	BWP	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>6.80</u> 1,360.00 ✓
02/15/13	CR	Analyze borrower claims filed in Debtors' cases in	5.30 1,060.00

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	connection with preparation of substantive analysis for Committee		
02/15/13	CR	Review and revise chart for claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	1.00 200.00 ✓
02/15/13	SPG	Continue analyzing borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>5.00</u> 1,625.00 ✓
02/17/13	BSS	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>10.30</u> 3,502.00 ✓
02/18/13	SPG	Continue analyzing borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>4.00</u> 1,300.00 ✓
02/19/13	KPS	Telephone call from Ronald J. Friedman regarding continuing claims analysis and protocol	0.20 130.00
02/19/13	RDN	Detailed review of borrower proofs of claim for basis of claims and evaluate sufficiency of back up	<u>4.00</u> 1,700.00 ✓
02/19/13	BWP	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>7.10</u> 1,420.00 ✓
02/19/13	SPG	Continue analyzing borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>3.30</u> 1,072.50 ✓
02/20/13	RDN	Continue detailed review of borrower proofs of claim for basis of claims and evaluate sufficiency of back up	<u>8.00</u> 3,400.00 ✓
02/20/13	JSK	Analyze borrower claims and review supporting documents relating thereto	<u>7.00</u> 2,380.00 ✓
02/20/13	BSS	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>8.20</u> 2,788.00 ✓
02/20/13	BWP	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>7.30</u> 1,460.00 ✓
02/20/13	CR	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>3.00</u> 600.00 ✓
02/20/13	SPG	Continue analyzing borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>4.00</u> 1,300.00 ✓
02/20/13	KPS	Conference with Brett S. Silverman regarding continuing claims review process	0.20 130.00
02/21/13	BWP	Telephone call from Frank Reed on SA ResCap hotline re: claim objection procedures	0.10 20.00

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02/21/13	RDN	Continue detailed review of borrower proofs of claim for basis of claims and evaluate sufficiency of back up	<u>8.00</u>	3,400.00	✓
02/21/13	JSK	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>4.00</u>	1,360.00	✓
02/21/13	BSS	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>6.50</u>	2,210.00	✓
02/21/13	CR	Analyze borrower claims filed in Debtor'scases in connection with preparation of substantive analysis for Committee	<u>3.00</u>	600.00	✓
02/21/13	CR	Review and revise chart for borrower claims filed in Debtor'scases in connection with preparation of substantive analysis for Committee	0.30	60.00	
02/21/13	SPG	Continue analyzing borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>1.00</u>	325.00	✓
02/21/13	BWP	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>7.90</u>	1,580.00	✓
02/22/13	RDN	Continue detailed review of borrower proofs of claim for basis of claims and evaluate sufficiency of back up	<u>8.00</u>	3,400.00	✓
02/22/13	JSK	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>9.00</u>	3,060.00	✓
02/22/13	BWP	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>7.80</u>	1,560.00	✓
02/25/13	RDN	Continue detailed review of borrower proofs of claim for basis of claims and evaluate sufficiency of back up	<u>2.00</u>	850.00	✓
02/25/13	RDN	Finalize detailed review of borrower proofs of claim for basis of claims and evaluate sufficiency of back up	<u>3.00</u>	1,275.00	✓
02/25/13	RDN	Conference with Brian Powers regarding finalized claims analysis chart and narrowing down universe of claims to exclude known duplicate claims	0.30	127.50	
02/25/13	JSK	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee	<u>5.50</u>	1,870.00	✓
02/25/13	JSK	Confer with Robert D. Nosek and Brian Powers re: potential objections to borrower claims and strategy regarding same in connection with Debtors' claims objections procedures motion	0.30	102.00	

Fee Application


02/04/13	RJF	Finalize memo to committee regarding Silverman Acampora services	0.30	165.00
02/04/13	RJF	Receive and review stipulation regarding fee application hearing	0.10	55.00
02/04/13	JSK	Review and revise memo to the Committee regarding SilvermanAcampora's services to date [.5]; confer with Brian Powers regarding same [.3]; Draft correspondence to Ronald J. Friedman regarding same [.2]; Draft correspondence to Elise Frejka enclosing memo [.1]	1.10	374.00
02/05/13	JSK	with Brian Powers re: drafting of SilvermanAcampora's first interim fee application in connection with notice of last day to file interim fee applications	0.20	68.00
02/05/13	BWP	Confer with Justin S. Krell re: drafting of SilvermanAcampora's first interim fee application in connection with notice of last day to file interim fee applications	0.20	40.00
02/08/13	RJF	Revise January invoice reviewper United States Trustee guidlines	0.30	165.00

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02/11/13	RJF	Finalize monthly fee invoice statement and direct service	0.30		165.00
02/12/13	LMM	Telephone call to Rachael Ringer at Kramer Levin to determine parties required to be served with monthly compensation requests and supporting invoices	0.20		39.00
02/12/13	LMM	Revise monthly legal bills to conform to United States Trustee guidelines in anticipation of request for payment due SilvermanAcampora LLP for October 2012; confer with Ronald J. Friedman regarding same	1.40		273.00
02/13/13	LMM	Revise December 2012 and January 2013 monthly invoices to comply with United States Trustee guidelines	2.80		546.00 R
02/13/13	LMM	Continued revisions to SilvermanAcampora LLP legal bills to conform to United States Trustee guidelines	1.00		195.00 R
02/14/13	JSK	Review correspondence from Rachel Ringer regarding filing of supplemental declaration regarding rate changes [.1]; confer with Brian Powers regarding same [.2]; review declaration [.2]	0.50		170.00
02/14/13	LMM	Continued revisions to SilvermanAcampora LLP legal bills in compliance with United States Trustee guidelines	1.00		195.00 R
02/14/13	LMM	Confer with Sheryl P. Giugliano regarding review of legal bill to comply with Judge Glenn's requirements	0.10		19.50
02/14/13	LMM	Telephone call to Rachael Ringer to obtain list of parties to receive monthly fee letter and bills for payment	0.20		39.00
02/14/13	LMM	Continued revisions to legal bill to comply with United States Trustee guidelines (3.9); conference with Ronald J. Friedman regarding final review and approval of same (.1)	4.00		780.00 R
02/14/13	SPG	Revise time entries for November 2012 time to comply with UST guidelines	0.70		227.50 R
02/15/13	JSK	Confer with Brian Powers regarding filing of supplemental declaration inc connection with SilvermanAcampora's rate changes	0.30		102.00
02/20/13	LMM	Review revisions to legal bill for November 2012 and draft memo to Nancy A. McNichol regarding same	0.60		117.00 R
02/21/13	LMM	Review November 2012 and December 2012 monthly invoices and draft correspondence to UST and all interested parties to receive notice via FedEx and email of SilvermanAcampora LLP monthly compensation due (.3); scan and forward letters to Ronald J. Friedman for his review and approval (.1);	0.70		136.50 R

R

Litigation

062429	Committee Unsecured Creditors	Invoice # 91692	Page 12
	to Gwendolyn Hawthorne regarding potential loan modification and resolution to adversary proceeding of same (.4)		
02/04/13	JSK	Review correspondence from Erica Richards regarding email from Julio Pichardo in connection with borrower issues [.2]; review pleadings and related documents in connection with the claims and causes of action being asserted by Mr. Pichardo [.5]; confer with Ronald J. Friedman regarding same [.2]; revise litigation chart in connection with same [.2]	1.10 374.00
02/04/13	JSK	Review correspondence from James Newton regarding Jenkins [.2]; Draft correspondence to same regarding same [.2]; Telephone call to Jenkins [.1]	0.50 170.00
02/04/13	JSK	Review correspondence from James Newton regarding Burnett stipulation and status of same [.2]; Draft correspondence to James regarding same [.2]; review Burnett stipulation [.2]	0.60 204.00
02/04/13	JSK	Review correspondence from James Newton regarding Letter and review 9011 motion relating to Taggart action [.1]; review documents regarding same [.3]	0.40 136.00
02/04/13	RJF	Receive and review email from Rachael Ringer regarding Berkshire Sale Update, Rule 60 Motion re DOJ Consent Judgment, Revised Information Protocol, Examiner Confidentiality Agreement, Freddie Mac Stipulation, Post-Closing Employees, Adversary Proceeding-Motion to Extend Stay, 1/29 Hearing Transcript	0.10 55.00
02/04/13	KPS	Conference with Ronald J. Friedman regarding case strategies ?	0.10 65.00 ✓
02/05/13	JSK	Review correspondence from Rocio Pichardo regarding objection to sale; forward correspondence to Debtors' counsel; Telephone call with Erica Richards regarding same	0.30 102.00
02/05/13	JSK	Confer with Brian Powers re: status of Jenkins, Kimber, Taggart, and Burnett matters and strategy for resolution of same	0.50 170.00
02/05/13	JSK	Confer with Brian Powers re: e-mail to Gwendolyn Hawthorne attaching loss mitigation package from Debtors and revisions thereto	0.20 68.00
02/05/13	JSK	Review order dismissing the VanWagner adversary Proceeding [.1]; Draft correspondence to Elise frejka regarding same [.1]; Review correspondence from Elise regarding same [.1]	0.30 102.00
02/05/13	BWP	Review e-mails from Julio Pichardo in connection with objection to sale filed by same	0.40 80.00

062429	Committee Unsecured Creditors	Invoice # 91692	Page 14
02/07/13	CR	Confer with Ronald J. Friedman regarding necessary claims administration work to be completed	0.10 20.00
02/08/13	JSK	Review correspondence from Ronald J. Friedman and Elise Frejka regarding filing The Committee's response to the Drennen motion [.3]; confer with Ronald J. Friedman regarding same [.2]; enure filing and service of same [.4]	0.90 306.00
02/08/13	JSK	Review correspondence from Julio Pichardo regarding his claims against the Debtors [.2]; Draft correspondence to Debtors' counsel regarding same [.1]	0.30 102.00
02/11/13	KPS	Conference with Ronald J. Friedman regarding review of borrower's portfolio	0.20 130.00
02/11/13	JSK	Review correspondence fro Elise regarding Joe Vargas letter to Judge Glenn [.2]; Draft correspondence regarding same [.2]; review letter [.1]	0.50 170.00
02/11/13	BP	Telephone call with Jeff Kenney regarding proper party to pay mortgage	0.10 19.50
02/11/13	BWP	Telephone call to Joe Vargas re: letter sent to chambers in connection with sale of mortgage	0.20 40.00
02/11/13	BWP	Confer with Justin S. Krell re: letter filed by Joe Vargas and resolution of issues in connection with same	0.10 20.00
02/12/13	JSK	Telephone call with Brian Powers to Thomas Mason re: potential resolution of DeMustchine adversary proceeding	0.50 170.00
02/12/13	BWP	Telephone call with Justin S. Krell to Thomas Mason re: potential resolution of DeMustchine adversary proceeding	0.50 100.00
02/13/13	RJF	Telephone call to Joseph Shifer of Kramer Levin regarding motion revisions (claims pending)	0.10 55.00
02/13/13	KPS	Conference with Ronald J. Friedman regarding <u>case status</u> 	0.20 130.00
02/13/13	JSK	Conference call with James Newton and Jenkins in connection with Jenkins adversary proceeding [.1]; return call from Mrs. Jenkins [.2]; Telephone call to James regarding possible adjournment of pretrial conference at the request of Jenkins [.1]; Review correspondence from James regarding same [.1]; Draft correspondence to Jenkins advising of adjournment [.1]	0.60 204.00
02/13/13	JSK	Telephone call to Mr. Pichardo regarding Debtors' response to his action and advise Mr. Pichardo that there can be no settlement [.3]; Telephone call to	0.50 170.00

062429	Committee Unsecured Creditors	Invoice # 91692	Page 16
	Brian Powers regarding same [.2]		
02/20/13	JSK	Review correspondence from Anastasia Kaup regarding Letter filed by Borrower Cathryn Lafayette [.1]; review letter [.2]; perform research regarding pending litigation concerning the claims asserted by Ms. Lafayette against the Debtors [.2]; review certain pleadings in connection with same [.3]; Telephone call to Ms. Lafayette [.2]; Draft correspondence to Elise regarding conversation with Ms. Lafayette [.2]	1.20 408.00
02/20/13	JSK	Review correspondence from Naomi Moss regarding Telephone call from Barbara Langum regarding her son's mortgage [.1]; Telephone call to Barbara Langum [.3]; Telephone call to Naomi [.1]	0.50 170.00
02/20/13	ACA	Review committee materials	1.00 595.00 ✓
02/21/13	JSK	Review correspondence from Kramer Levin regarding letter submitted to the Court from borrower Georgana Pappas [.1]; review letter [.1]; Draft correspondence regarding same [.1]	0.30 102.00
02/21/13	JSK	Review correspondence from James Newton regarding Jenkins' time to respond to the Debtors' motion for a More Definitive Statement	0.10 34.00
02/25/13	JSK	Review correspondence from Jame Newton regarding Jenkins [.2]; Telephone call to Jenkins with James Newton [.2]	0.40 136.00
02/25/13	JSK	Draft correspondence to Elise regarding Cathryn Lafayette	0.10 34.00
02/25/13	BWP	Telephone call to Carrie Nickerson regarding call she received from Prime Loans	0.10 20.00
02/25/13	BWP	Telephone call from Steve (refused last name) on SA ResCap hotline re: sale of his mortgage servicing rights to Ocwen	0.20 40.00
02/26/13	JSK	Review correspondence from Norm Rosenbaum regarding resolution to the actions and claims asserted by Aribal and Solano	0.20 68.00
02/26/13	JSK	Review correspondence from Anastasia Kaup enclosing recent letter filed by Ms. Lafayette [.1]; review letter [.2]	0.30 102.00
02/26/13	JSK	Review correspondence from Erica Richards regarding Mr. Pichardo; Telephone call to Mr. Pichardo	0.30 102.00
02/26/13	JSK	Draft case status for Anthony C. Acampora	0.10 <u>No Charge</u>
02/26/13	BWP	Confer with Justin S. Krell re: pending adversary proceedings and borrower matters scheduled for hearing date of 2/28	0.30 60.00
02/27/13	JSK	Review Notice of Withdrawal filed by Lawrence	0.20 68.00

062429	Committee Unsecured Creditors	Invoice # 92535	Page 2
	supporting documents filed in connection with same, and filings in three previous bankruptcy filings of same		
04/01/13	BWP Telephone call to Alfredia Pruitt in connection with potential resolution of lift stay motion filed by same	0.10	20.00
04/04/13	BWP Review Epiq call log in connection with making return calls from borrowers	0.20	40.00
04/04/13	BWP Telephone call with Scott Greenberg on SA ResCap hotline re: case status	0.20	40.00
04/08/13	JSK Prepare for tomorrow's hearings; Telephone call with Brian Powers regarding same	0.50	170.00
04/08/13	BWP Telephone call from Leonard Golfman on SA ResCap hotline re: sale of servicing rights	0.10	20.00
04/11/13	JSK Prepare for and attend hearing on interim fee application and borrower issues	5.50	1,870.00
04/11/13	JSK Review correspondence from Steve Zipp regarding borrower issue; Telephone call to Steve; Telephone call from Steve	0.30	102.00
04/12/13	JSK Review transcript from yesterday's omnibus hearing in connection with borrower issues	0.30	102.00
04/15/13	KPS Conference with Ronald J. Friedman regarding case administration and staffing	0.20	No Charge
04/15/13	JSK Review correspondence regarding STN Motion and related issues	0.30	102.00
04/15/13	JSK Review correspondence from Rachael ringer regarding Committee update	0.20	68.00
04/16/13	JSK Harris Motion	4.00	1,360.00 ✓
04/16/13	JSK Ally/Reed/Foreclosure Review	1.00	340.00 ✓
04/16/13	BWP Confer with Justin S. Krell re: e-mails from Fedelina De-Aguero in connection with determining relief sought in filing on docket of same	0.20	40.00
04/17/13	JSK Finalize Stephaine Harris statement and review documents relating to same	3.00	1,020.00
04/17/13	JSK Prepare for and attend Committee conference call regarding plan issues and borrower claim issues	2.50	850.00
04/18/13	GMD E-filed Statement of Special Counsel to Official Committee of Unsecured Creditors regarding relief sought by Stephanie Harris with Exhibits A through K; prepare letter to Court regarding courtesy copy of same	0.50	55.00
04/22/13	JSK Provide the Committee with an update of certain borrower related matters	0.50	170.00
04/24/13	BWP Telephone call to Joel Sciascia on SA ResCap	0.10	20.00

062429	Committee Unsecured Creditors	Invoice # 92535	Page 7
	claims for Committee		
04/18/13	CR	Research regarding the standards and damages for violation of the Fair Debt Collection Protection Act	5.00 1,000.00 ✓
04/18/13	CR	Draft memorandum regarding standards and damages for violation of the Fair Debt Collection Protection Act	5.00 1,000.00 ✓
04/19/13	RJF	Prepare for and attend conference call with Elise Frejka, Joseph Shifer, Anthony C. Acampora, Brian Powers, Robert D. Nosek, Justin S. Krell, and Chris Rubino regarding substantive analysis of borrower claims in connection with determination of Debtors' maximum exposure on same for purposes of plan negotiations	1.00 550.00
04/19/13	RDN	Conferences with Chris Rubino regarding research on known large settlement of certain mortgage related claims, i.e., state attorneys' general settlement	0.50 212.50
04/19/13	RDN	Detailed review of substantive claims basis for borrower claims	8.00 3,400.00 ✓
04/19/13	RDN	Detailed revisions to Borrower Claims Analysis Memo	3.00 1,275.00 ✓
04/19/13	RDN	Confer with Brian Powers re: memorandum presenting to Committee the substantive analysis of Debtors' maximum exposure on all borrower claims	1.30 552.50
04/19/13	RDN	Correspond with Brian Powers, Chris Rubino and Justin S. Krell regarding additional tasks to complete committee special counsel borrowers claims chart	0.20 85.00
04/19/13	JSK	Claims Memo	11.00 3,740.00 ✓
04/19/13	BSS	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee of Debtors' exposure on borrower claims	2.60 884.00
04/19/13	BWP	Analyze borrower claims in connection with preparation of substantive analysis of borrower claims for Committee	2.90 580.00
04/19/13	BWP	Revise Memorandum to Committee re: analysis of Debtors' maximum exposure on all borrower claims	5.70 1,140.00
04/19/13	BWP	Confer with Robert D. Nosek re: memorandum presenting to Committee the substantive analysis of Debtors' maximum exposure on all borrower claims	1.30 260.00
04/19/13	BWP	Confer with Justin S. Krell re: re: memorandum presenting to Committee the substantive analysis of Debtors' maximum exposure on all borrower claims	0.40 80.00
04/19/13	CR	Research regarding payments for National Mortgage Settlement	5.50 1,100.00 ✓

062429	Committee Unsecured Creditors	Invoice # 92535	Page	10
	Committee's claims register			
04/25/13	BWP	Confer with Justin S. Krell re: substantive analysis of borrower class action claims and largest claims filed by borrowers	0.60	120.00
04/25/13	CR	Review and revise memorandum regarding class actions filed against Debtors	7.00	1,400.00
04/26/13	RDN	Attend team meeting with Justin S. Krell, Brian Powers, Chris Rubino, and Cooper Macco in follow-up to conference call with Committee counsel regarding analysis of borrower claims and presentation to the Committee relating to the maximum liability to the Debtors' estates on account of borrower claims	1.00	425.00
04/26/13	RDN	Prepare for and attend conference call with Committee counsel regarding analysis of borrower claims and presentation to the Committee relating to the maximum liability to the Debtors' estates on account of borrower claims	1.00	425.00
04/26/13	RDN	Review multiple correspondence from Justin Krell, Joseph Shifer, and Ronald J. Friedman regarding claims analysis issues	0.30	127.50
04/26/13	JSK	Confer with Chris Rubino regarding analysis of borrower claims	0.20	68.00
04/26/13	JSK	Telephone call from Frank Reed	0.20	68.00
04/26/13	JSK	Review class action claims for substantive analysis; review and revise memo to the Committee in connection with same	2.50	850.00
04/26/13	JSK	Prepare for and attend conference call with Committee counsel regarding analysis of borrower claims and presentation to the Committee relating to the maximum liability to the Debtors' estates on account of borrower claims	1.00	340.00
04/26/13	JSK	Attend team meeting in follow-up to conference call with Committee counsel regarding analysis of borrower claims and presentation to the Committee relating to the maximum liability to the Debtors' estates on account of borrower claims	1.00	340.00
04/26/13	JSK	Telephone call from Frank Reed regarding his borrower claim; Telephone call from James Newton regarding same	0.20	68.00
04/26/13	JSK	Review borrower claims for a more substantive analysis in connection with presenting the Committee with the maximum liability to the Debtors' estate	0.50	170.00
04/26/13	JSK	Review correspondence from Artis Bell regarding certain borrower claims and so relation to the RMBS settlement; review enclosing documents regarding	0.40	136.00

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062429	Committee Unsecured Creditors	Invoice # 92535	Page 12
	claims over one million dollars as requested by committee counsel		
04/27/13	CM	Review borrower claims and estimate maximum liability in preparation for April 29, 2013 conference call with Committee Counsel	4.50 900.00
04/28/13	RDN	Detailed review of substantive basis of borrower claims above \$1,000,000, including locating and reviewing state and federal court dockets for claims involving litigation	3.00 1,275.00
04/28/13	JSK	Review borrower claims in connection with draft presentation to the Committee	4.00 1,360.00
04/28/13	BSS	Analyze borrower claims filed in Debtors' cases in connection with preparation of substantive analysis for Committee of Debtors' exposure on borrower claims	4.80 1,632.00
04/29/13	ACA	Conference call with Committee re?	1.00 595.00 V
04/29/13	ACA	Prepare for and attend conference call with Committee counsel regarding analysis of borrower claims and presentation to the Committee relating to the maximum liability to the Debtors' estates on account of borrower claims	0.50 297.50
04/29/13	RDN	Continue detailed review of substantive basis borrower claims in excess of \$1,000,000 and update spreadsheet accordingly, which included locating and reviewing of various court dockets for underlying litigation actions on certain claims	6.00 2,550.00
04/29/13	RDN	Prepare for and attend conference call with Committee counsel regarding analysis of borrower claims and presentation to the Committee relating to the maximum liability to the Debtors' estates on account of borrower claims	0.50 212.50
04/29/13	RDN	Review Debtors' borrower claims spreadsheet and compare to committee special counsel spreadsheet for reconciliation of number of unique borrower claims as part of claims review process	4.00 1,700.00
04/29/13	RDN	Conferences with Chris Rubino regarding methodology and status of reconciliation of claims charts between the Debtors' and committee special counsel charts	0.30 127.50
04/29/13	RDN	Conferences with Cooper Macco regarding methodology and status of reconciliation of claims charts between the Debtors' and committee special counsel charts	0.30 127.50
04/29/13	RDN	Conferences with Justin S. Krell regarding methodology and status of reconciliation of claims charts between the Debtors' and committee special	0.30 127.50

EXHIBIT N

For Services Through April 30, 2013

Our Matter #21955.010

RESCAP: FEE/RETENTION APPLICATIONS

04/01/13	D. E. DEUTSCH	FO Preliminary review of certain fee issues raised by US Trustee (.2); exchange e-mails with US Trustee re: scheduling meeting on same (.2). 745	0.40 hrs. 298
04/01/13	H. LAMB	Redact daily time detail for February fee statement.	2.40 hrs.
04/02/13	H. LAMB	Redact daily time detail for February fee statement (6.6); review Wolf Haldenstein February fee statement (.3); emails with E.Levine re comments to same (.2).	7.10 hrs.
04/02/13	D. E. DEUTSCH	FO Continue review and analysis of UST objection to fees (.7); review cited cases and additional related cases from Westlaw (.8); review certain billings and create analysis on same (1.9); draft outline of discussion notes for call with UST (1.2); participate in related call (.5); draft e-mail to UST summarizing call issues/matters (.4).	5.50 hrs. \$4097.5
04/02/13	D. BAVA	Prepare timekeeper summary for February fee statement (1.1).	1.10 hrs.
04/03/13	D. E. DEUTSCH	FO Review materials to prepare for (.7) and hold call with US Trustee re: fee issues (.3).	1.00 hrs. 745
04/03/13	H. LAMB	Continue redaction of daily time detail for February fee statement.	1.20 hrs.
04/04/13	H. LAMB	Finalize C&P fee statement and exhibits.	0.80 hrs.
04/05/13	H. LAMB	Service of Examiner, C&P and Wolf Haldenstein monthly fee statements.	0.90 hrs.
04/05/13	D. E. DEUTSCH	FO Call with Michael Driscoll at US Trustee's office (.2); exchange related e-mails (.2); draft proposal to US Trustee re: settlement of fee application dispute (.5); call with US Trustee	2.00 hrs. 1490

RESIDENTIAL CAPITAL, LLC - CHAPTER 11 EXAMINER

April 30, 2013

Page 2

re: counterproposal (.3); related follow-up meeting with Howard Seife (.2); related research (.4); additional call with US Trustee on proposed settlement and issues related thereto (.2);

04/06/13	D. E. DEUTSCH	FO Review and revise draft response to US Trustee's fee objection.	0.90 hrs. 670.5
04/08/13	D. E. DEUTSCH	FO Exchange e-mails with US Trustee re: settlement of fee objection (.3); hold related call with Michael Driscoll (.2); follow-up reserch related to settlement (.2); further e-mails with US Trustee on same (.1).	0.80 hrs. 596
04/09/13	H. LAMB	FO E-File Mesirow's response to US Trustee's objection to fees (.2); prepare letter to chambers with copy of same (.2).	0.40 hrs. 298
04/10/13	H. SEIFE	Prepare for hearing on fee applications.	0.50 hrs.
04/11/13	H. SEIFE	Preparation for hearing on fees (.6); attend hearing before J.Glenn on second interim fees (1.1).	1.70 hrs.
04/11/13	D. E. DEUTSCH	Prepare for (1.7); and attend hearing at bankruptcy court on second interim fees (1.1);	2.80 hrs.
04/15/13	H. SEIFE	Conference with D.LeMay re Minnesota counsel	0.40 hrs.
04/15/13	D. M. LeMAY	Telephone interviews with candidates for Minnesota counsel (0.9) and conference w/H. Seife to select Leonard, Street & Deinard as Minnesota counsel (.4).	1.30 hrs.
04/16/13	D. E. DEUTSCH	Discuss billing issue with Helen Lamb (.2);	0.20 hrs.
04/16/13	H. LAMB	Review proposed omnibus fee order (.2); emails with Mesirow and Wolf Haldenstein to confirm amounts in order (.2); email to E.Richardson at MoFo regarding Chadbourne	0.80 hrs.

RESIDENTIAL CAPITAL, LLC - CHAPTER 11 EXAMINER

March 31, 2013
Page 3

03/25/13	H. LAMB	Review US Trustee omnibus objection to fee applications. <i>OK</i>	0.40 hrs.
03/26/13	H. SEIFE	<i>FO</i> Conference with J. Gonzalez regarding US Trustee fee objections (.3). <i>995</i>	0.30 hrs. <i>298.5</i>
03/26/13	D. E. DEUTSCH	<i>FO</i> Calls with Helen Lamb (.3) and Robert Gayda re: initial steps on US Trustee's fee objection (.2); <i>745</i>	0.50 hrs. <i>372.5</i>
03/26/13	R. J. GAYDA	Draft second supplemental affidavit re case disclosures (.7); review case docket re same (.3).	1.00 hrs.
03/26/13	H. LAMB	<i>FO</i> Conference with D. Deutsch regarding US Trustee objection to fee application and next steps. <i>295</i>	0.30 hrs. <i>285</i>
03/27/13	H. LAMB	<i>FO</i> Review expenses incurred during February fee period (.7); follow up research on various items (1.7).	2.40 hrs. <i>708</i>
03/28/13	D. E. DEUTSCH	<i>FO</i> Review draft e-mail response to USTrustee fee objection. <i>745</i>	0.20 hrs. <i>149</i>
03/29/13	H. LAMB	Preparation of Examiner's February fee statement.	1.10 hrs.

Total Fees for Professional Services..... \$14,533.00

TIMEKEEPER SUMMARY

Timekeeper's Name	Rate	Hours	Amount
H. SEIFE	995.00	2.30	2288.50
D. E. DEUTSCH	745.00	3.40	2533.00
D. BAVA	295.00	.3.90	1150.50
R. J. GAYDA	655.00	1.00	655.00
H. LAMB	295.00	26.80	7906.00
TOTALS		37.40	14533.00

FO *\$98115*

EXHIBIT O

**(Omitted Because of
Unredacted Time Entries)**